

Hearing Date: December 17, 2013 at 10:00 a.m. (ET)  
Objection Deadline: December 9, 2013 at 4:00 p.m. (ET)

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re: : Case No. 12-12020 (MG)  
: :  
RESIDENTIAL CAPITAL, LLC, et al.,<sup>1</sup> : Chapter 11  
: :  
Debtors. : Jointly Administered  
-----X

**SUMMARY OF THE FOURTH INTERIM APPLICATION OF CURTIS,  
MALLET-PREVOST, COLT & MOSLE LLP, AS CONFLICTS COUNSEL TO THE  
DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE AND PAYMENT OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FROM MAY 1, 2013 THROUGH AND INCLUDING AUGUST 31, 2013**

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<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in support of the Debtors' "first day" pleadings, dated May 14, 2012 [Docket No. 6].

NAME OF APPLICANT:	CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:	RESIDENTIAL CAPITAL, LLC., <i>ET AL.</i> DEBTORS AND DEBTORS-IN-POSSESSION
DATE CASE FILED:	MAY 14, 2012
DATE OF RETENTION:	ORDER ENTERED ON JULY 16, 2012, RETAINING CURTIS, MALLET-PREVOST, COLT & MOSLE LLP <i>NUNC PRO TUNC</i> TO MAY 14, 2012 [DOCKET NO. 781]
PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT:	MAY 1, 2013 THROUGH AND INCLUDING AUGUST 31, 2013
AMOUNT OF COMPENSATION SOUGHT AS ACTUAL, REASONABLE AND NECESSARY:	\$3,456,395.50 <sup>2</sup>
AMOUNT OF EXPENSE REIMBURSEMENT SOUGHT AS ACTUAL, REASONABLE AND NECESSARY:	\$15,169.08 <sup>3</sup>
TOTAL COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED:	\$3,471,564.58
TOTAL COMPENSATION AND EXPENSES PREVIOUSLY REQUESTED AND AWARDED:	\$2,586,496.80 <sup>4</sup>
BLENDED RATE OF PROFESSIONALS AND PARAPROFESSIONALS:	\$480.61
BLENDED RATE OF PROFESSIONALS:	\$493.39

<sup>2</sup> During the Fourth Interim Fee Period, after internal review, Curtis voluntarily reduced its fees by more than \$76,789 as a courtesy to the Debtors.

<sup>3</sup> During the Fourth Interim Fee Period, Curtis incurred expenses totaling \$137,186.25, which it has not charged to the Debtors in accordance with the terms of its engagement agreement with the Debtors. In addition, after the close of the Fourth Interim Fee Period, Curtis reduced expenses associated with one of its invoices by \$3.12.

<sup>4</sup> See *Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses* [Docket No. 2530] (the “First Interim Compensation Order”); *Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses* [Docket No. 3556] (the “Second Interim Compensation Order”); *Order Granting Application for Allowance of Interim Compensation and Reimbursement of Expenses* [Docket No. 5205] (the “Third Interim Compensation Order”).

This is a(n): \_\_\_\_\_ monthly X interim \_\_\_\_\_ final application.

Interim Fee Period	Fees Requested	Fees Allowed	Fees Held Back <sup>5</sup>	Fees Paid	Expenses Requested	Expenses Paid
May 14, 2012 – Aug. 31, 2012	\$496,548.50	\$486,689.25	\$0	\$485,939.25 <sup>6</sup>	\$3,093.40	\$3,092.50
Sept. 1, 2012 – Dec. 31, 2012	\$623,725.50	\$617,369.55	\$0	\$617,369.55	\$2,137.20	\$2,137.20
Jan. 1, 2013 – Apr. 30, 2013	\$1,480,650	\$1,474,121.50	\$147,412.15	\$1,296,151 <sup>7</sup>	\$3,085.90	\$3,085.90

**Summary of Monthly Fee Statements for the Fourth Interim Fee Period  
(May 1, 2013 Through and Including August 31, 2013)**

Date Served	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
9/10/13	5/1/13-5/31/13	\$230,517.50	\$1,389.88	\$184,414.00	\$1,389.88	\$46,103.50
9/24/13	6/1/13-6/30/13	\$461,285.00	\$7,171.00	\$0.00	\$0.00	\$92,257.00
10/10/13	7/1/13-7/31/13	\$1,087,715.00	\$2,369.40	\$0.00	\$0.00	\$217,543.00
11/15/13	8/1/13-8/31/13	\$1,676,878.00	\$4,241.92	\$0.00	\$0.00	\$335,375.60
<b>TOTAL</b>	5/1/13-8/31/13	\$3,456,395.50	\$15,169.08 <sup>8</sup>	\$184,414.00	\$1,389.88	\$691,279.10

<sup>5</sup> In the Third Interim Compensation Order, the Court released the hold-back amounts attributable to the First and Second Interim Fee Periods.

<sup>6</sup> At the request of the Debtors, Curtis reduced one of its invoices attributable to the First Interim Fee Period by \$750.00. In accordance with this adjustment, Curtis has reduced the corresponding amount applied on account of the First Interim Fee Period.

<sup>7</sup> In the Third Interim Compensation Order, the Court allowed Curtis' fees in the amount of \$1,474,121.50 subject to a hold-back amount equal to ten (10%) percent or \$147,412.15.

<sup>8</sup> As indicated above, after the close of the Fourth Interim Fee Period, Curtis reduced expenses associated with one of its invoices by \$3.12. In accordance with this adjustment, Curtis has reduced the corresponding amounts requested in this Application.

**Summary of Hours Billed By  
Professionals and Paraprofessionals For The Fourth Interim Fee Period  
(May 1, 2013 Through and Including August 31, 2013)**

<b>Name</b>	<b>Department and Year Admitted (NY)</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Worked</b>	<b>Total Compensation Requested</b>
<b>Partners</b>				
Steven J. Reisman	Restructuring and Insolvency Admitted 1991	\$830	289.40	\$240,202.00
Turner P. Smith	Litigation Admitted 1981	830	11.30	9,379.00
Michael J. Moscato	Litigation Admitted 1982	785	245.50	192,717.50
Michael A. Cohen	Restructuring and Insolvency Admitted 2000	730	155.70	113,661.00
Theresa A. Foudy	Litigation Admitted 1994	730	472.40	344,852.00
Thomas Laurer	Investment Management Admitted in 2001	635	26.10	16,573.50
<b>Total Partners</b>			<b>1,242.00</b>	<b>\$948,169.00</b>
<b>Of-Counsel</b>				
Myles K. Bartley	Litigation Admitted in 1999	\$635	50.30	\$31,940.50
Raymond T. Hum	Corporate Admitted in 2003	635	29.60	18,796.00
Maryann Gallagher	Restructuring and Insolvency Admitted in 1988	625	334.70	209,187.50
<b>Total Of-Counsel</b>			<b>414.60</b>	<b>\$259,924.00</b>
<b>Associates</b>				
Dora Straus	Litigation Admitted in 2000	\$600	31.50	\$18,900.00
Douglas Glazer	Mergers & Acquisitions Admitted in 2006	600	79.60	47,760.00
Ellen Tobin	Litigation Admitted in 2006	600	481.70	289,020.00
Jeffrey C. Berman	Litigation Admitted in 2006	600	409.10	245,460.00
James V. Drew	Restructuring and Insolvency Admitted in 2002	590	56.80	33,512.00
Ryan C. Hansen	Investment Management Admitted in 2004	560	44.90	25,144.00



Name	Department and Year Admitted (NY)	Hourly Billing Rate	Total Hours Worked	Total Compensation Requested
Susan E. Park	Litigation Admitted in 2000	\$520	140.50	\$73,060.00
George E. Spencer	Litigation Admitted in 2008	520	115.20	59,904.00
Daniel A. Bloom	Restructuring and Insolvency Admitted in 2009 <sup>9</sup>	480	692.80	332,544.00
Maria E. Stookey	Corporate Admitted in 2009	480	185.30	88,944.00
Peter J. Buenger	Restructuring and Insolvency Admitted in 2010 <sup>10</sup>	425	364.40	154,870.00
J. Derek Mize	Litigation Admitted in 2009	425	2.20	935.00
Heather Hiznay	Restructuring and Insolvency Admitted in 2011	395	47.30	18,683.50
Kevin A. Meehan	Litigation Admitted in 2009	375	55.20	20,700.00
James E. Zimmer	Restructuring and Insolvency Admitted in 2011	345	59.60	20,562.00
Martin O. Brown	Corporate Admitted in 2011	345	69.10	23,839.50
Edward Combs	Litigation Admitted in 2013	305	518.30	158,081.50
Michael P. Jones	Litigation Admitted in 2013	305	267.10	81,465.50
John T. Weber	Restructuring and Insolvency Admitted in 2013	305	502.80	153,354.00
Bryan M. Kotliar	Restructuring and Insolvency Admission Pending	305	596.00	181,780.00
Stephanie R. Morris	Litigation Admission Pending	305	114.80	35,014.00
Holly Sawyer	Corporate Admission Pending	305	48.20	14,701.00
Paisley Kadison	Corporate Admitted in 2013	305	61.90	18,879.50
Jamie Ogilvie	Corporate Not Admitted in New York	300	39.10	11,730.00
Ada Añon	Litigation Admitted in 2012	300	68.20	20,460.00

<sup>9</sup> Daniel Bloom was admitted in New Jersey in 2008.

<sup>10</sup> Peter Buenger was admitted in Georgia in 2009.

Name	Department and Year Admitted (NY)	Hourly Billing Rate	Total Hours Worked	Total Compensation Requested
Michael Katoski	Corporate Admission Pending	\$290	101.50	\$29,435.00
Lauren Tauro	Restructuring and Insolvency Not Yet Admitted	0	14.10	0.00
<b>Total Associates</b>			<b>5,168.10</b>	<b>\$2,159,121.00</b>
<b>Paraprofessionals</b>				
Karl Behrouz	Not Applicable	\$285	58.30	\$16,615.50
Victoria Atkinson	Not Applicable	285	30.30	8,635.50
Neal Goodman	Not Applicable	260	5.80	1,508.00
Franklin R. Guenther	Not Applicable	235	30.50	7,167.50
Brittany Patane	Not Applicable	235	7.10	1,668.50
Georgia Faust	Not Applicable	235	82.00	19,270.00
Rebecca Srulowitz	Not Applicable	235	1.00	235.00
Sheyla Soriano	Not Applicable	235	48.10	11,303.50
Susan Kindya-Culley	Not Applicable	230	64.80	14,904.00
Timothy Cramton	Not Applicable	210	3.00	630.00
Kristine Kim	Not Applicable	210	9.00	1,890.00
Simon Hall	Not Applicable	210	1.70	357.00
Samuel Ballard	Not Applicable	200	14.30	2,860.00
Michael Malavarca	Not Applicable	200	1.20	240.00

Name	Department and Year Admitted (NY)	Hourly Billing Rate	Total Hours Worked	Total Compensation Requested
Julia Gumper	Not Applicable	\$190	4.00	\$760.00
Kevin Zanin	Not Applicable	180	3.40	612.00
<b>Total Paraprofessionals</b>			<b>367.00</b>	<b>\$89,181.50</b>
<b>Total</b>			<b>7,191.70</b>	<b>\$3,456,395.50</b>

Total Billed Hours for Attorneys .....	6,824.70
Total Billed Hours for Paraprofessionals .....	367.00
Total Billed Hours.....	7,191.70
Total Fee Requested.....	\$3,456,395.50
Blended Rate for Attorneys and Paraprofessionals.....	\$480.61
Blended Rate for Attorneys.....	\$493.39

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## **EXHIBITS**

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Hearing Date: December 17, 2013 at 10:00 a.m. (ET)  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re: : Case No. 12-12020 (MG)  
: :  
RESIDENTIAL CAPITAL, LLC, et al.,<sup>1</sup> : Chapter 11  
: :  
Debtors. : Jointly Administered  
-----X

**FOURTH INTERIM APPLICATION OF  
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP AS CONFLICTS COUNSEL TO  
THE DEBTORS AND DEBTORS IN POSSESSION FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FROM MAY 1, 2013 THROUGH AND INCLUDING AUGUST 31, 2013**

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Curtis, Mallet-Prevost, Colt & Mosle LLP ("Curtis"), conflicts counsel for the debtors and debtors in possession (collectively, the "Debtors"), in the above-captioned Chapter 11 cases (these "Chapter 11 Cases"), submits this fourth interim application (the "Application") pursuant to sections 327, 330(a), 331, and 503(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules") for (a) the interim allowance of

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<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in support of the Debtors' "first day" pleadings [Docket No. 6], dated May 14, 2012.

compensation in the aggregate amount of \$3,456,395.50 for professional services performed and the reimbursement of actual and necessary expenses in the aggregate amount of \$15,169.08 incurred by Curtis during the period from May 1, 2013 through and including August 31, 2013 (the “Fourth Interim Fee Period”); (b) payment of the unpaid portion of such allowed fees and expenses, including amounts held back pursuant to the Interim Compensation Order (as defined herein) in the amount of \$691,279.10 (the “Holdback”); and (c) payment of \$147,412.15, which represents 10% of fees that were allowed on an interim basis but held back relating to the period from January 1, 2013 through April 30, 2013 (the “Third Interim Fee Period”).<sup>2</sup> In support of the Application, Curtis respectfully states as follows.

#### **Jurisdiction**

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. § 1408.

3. The bases for the relief requested herein are sections 327, 330(a), 331, and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1.

#### **Compliance with the Guidelines**

4. The Application was prepared in accordance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”) established and adopted by the Court pursuant to *General Order M-447*, (b) the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330*, adopted on January 30, 1996 (the

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<sup>2</sup> In the Third Interim Third Interim Compensation Order, the Court allowed Curtis’ fees in the amount of \$1,474,121.50 subject to a hold-back amount equal to ten (10%) percent or \$147,412.15

“UST Guidelines”), and (c) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 797] (the “Interim Compensation Order” and, together with the Local Guidelines and the UST Guidelines, collectively, the “Guidelines”).

5. Pursuant to, and consistent with, the relevant requirements of the Guidelines, as applicable, the following exhibits are annexed hereto:

- a. **Exhibit A** contains a certification by the undersigned counsel regarding compliance with the Guidelines;
- b. **Exhibit B** contains a list of Curtis’ project categories, in accordance with the activity codes recommended by the Guidelines, and the total time billed to each category;
- c. **Exhibit C** contains a billing summary for the Fourth Interim Fee Period that includes the name of each attorney and paraprofessional for whose work compensation is sought, each attorney’s year of bar admission and area of practice concentration, the aggregate time expended by each professional and each paraprofessional and the corresponding hourly billing rate at Curtis’ current billing rates, and an indication of the individual amounts requested as part of the Application;
- d. **Exhibit D** contains a summary of Curtis’ total actual and necessary out-of-pocket expenses and disbursements during the Fourth Interim Fee Period. In addition, attached hereto as **Exhibit D-1** is a schedule of all the expenses incurred during the Fourth Interim Fee Period; and
- e. **Exhibit E** contains Curtis’ time records and expenses for the Fourth Interim Fee Period prepared and submitted in accordance with the Guidelines.

**Disclosure of Compensation and Requested Award**

6. By the Application, Curtis requests (a) an aggregate award for the Fourth Interim Fee Period of \$3,456,395.5 for fees for services rendered and \$15,169.08 for reimbursement of actual expenses, for a total request of \$3,471,564.58; (b) payment of the Holdback; and



(c) payment of the ten (10%) percent of fees that were allowed on an interim basis but held back relating to the Third Interim Fee Period.<sup>3</sup>

7. Pursuant to the Interim Compensation Order, Curtis has already received a total of \$2,789,164.98 for legal services provided to the Debtors and \$9,705.48 for expenses incurred, which represents (a) approximately 100% of Curtis' legal fees and 100% of out-of-pocket expenses incurred and submitted by Curtis during for the period of May 14, 2012 through August 31, 2012 and the period of September 1, 2012 through December 31, 2012; (b) approximately 90% of Curtis' legal fees and 100% of out-of-pocket expenses incurred and submitted by Curtis for the Third Interim Fee Period; and (c) approximately 80% of Curtis' legal fees and 100% of out-of-pocket expenses incurred and submitted by Curtis on account of the May 2013 Fee Statement (defined below). To date, Curtis has not received payment for fees and expenses requested in connection with the June 2013 Fee Statement (defined below), the July 2013 Fee Statement (defined below), or the August 2013 Fee Statement (defined below).

8. After internal review, as a courtesy to the Debtors, Curtis took voluntary reductions in fees relating to the Fourth Interim Fee Period in excess of \$76,789, which includes, among others, all fees incurred by a Curtis summer associate, certain fees related to document review, and fees related to the preparation of monthly fee statements. In addition, Curtis incurred expenses totaling \$137,186.25, which it has not charged to the Debtors in accordance with the terms of its engagement agreement with the Debtors.<sup>4</sup>

9. Curtis provided the Notice Parties (as defined by the Interim Compensation Order) with the following monthly fee statements:

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<sup>3</sup> See *supra* n.2.

<sup>4</sup> In addition, after the close of the Fourth Interim Fee Period, Curtis reduced expenses associated with one of its invoices by \$3.12.

- a) For May 1, 2013 through May 31, 2013 – fees of \$230,517.50 and expenses of \$1,389.88 (the “May 2013 Fee Statement”);
- b) For June 1, 2013 through June 30, 2013 – fees of \$461,285 and expenses of \$7,171 (the “June 2013 Fee Statement”);
- c) For July 1, 2013 through July 31, 2013 – fees of \$1,087,715 and expenses of \$2,369.40 (the “July 2013 Fee Statement”); and
- d) For August 1, 2013 through August 31, 2013 – fees of \$1,676,878 and expenses of \$4,241.92 (the “August 2013 Fee Statement”, and together with the May 2013 Fee Statement, the June 2013 Fee Statement, and the July 2013 Fee Statement, the “Monthly Fee Statements”).

10. No objections to the Monthly Fee Statements have been made as of the date hereof.<sup>5</sup> Due to certain time constraints, Curtis was unable to provide the Debtors with a copy of this Application prior to its filing on the docket of these Chapter 11 Cases.

11. The fees sought in the Application reflect an aggregate of 7,191.70 hours expended by Curtis professionals and paraprofessionals during the Fourth Interim Fee Period rendering necessary and beneficial legal services to the Debtors at a blended average hourly rate of \$480.61 for both attorneys and paraprofessionals (or \$493.39 for attorneys only). Curtis maintains computerized records of the time expended in the performance of the professional services required by the Debtors and their estates. These records are maintained in the ordinary course of Curtis’ practice. The billing rates charged by Curtis have not changed during the Fourth Interim Fee Period.

12. The hourly rates and corresponding rate structure utilized by Curtis in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure predominantly used by Curtis for restructuring, workout, bankruptcy, insolvency and comparable matters, and similar complex corporate matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that Curtis’ matters are

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<sup>5</sup> The deadline to object to the August 2013 Fee Statement is December 5, 2013.

typically national in scope and generally involve great complexity, high stakes, and severe time pressures.

13. Curtis' hourly rates are set at a level designed to compensate Curtis fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere, but Curtis has not passed along rate increases for any professional working on the Debtors' Chapter 11 Cases since that professional started working on the Chapter 11 Cases.

14. Curtis regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary. Moreover, in accordance with the Guidelines, Curtis regularly reduces its expenses, particularly expenses related to travel and overtime meals. In addition, in accordance with the terms of Curtis' engagement by the Debtors, Curtis has absorbed the cost of certain categories of expenses that otherwise would be compensable under the Guidelines.

15. The Application is Curtis' fourth interim request for compensation for services rendered and reimbursement of expenses incurred as conflicts counsel for the Debtors.

### **Background**

#### ***General Background***

16. On May 14, 2012 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 14, 2012, the Court entered an order [Docket No. 59] authorizing the joint administration and procedural consolidation of these Chapter 11

Cases pursuant to Bankruptcy Rule 1015(b). On May 16, 2012, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 102]. On June 28, 2012 the Court entered an order approving the appointment of an examiner pursuant to section 1104(c) of the Bankruptcy Code [Docket No. 536], and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket No. 674] (the “Examiner”). In May 2013 the Examiner concluded his investigation, and on June 26, 2013, the Court entered an order unsealing the Examiner’s report [Docket No. 4099].

17. On July 3 and 4, respectively, the Debtors and the Committee filed the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4153] (as amended, the “Plan”) and the *[Proposed] Disclosure Statement for the Joint Chapter 11 Plan of Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4157] (as amended, the “Disclosure Statement”). On August 23, 2013 the Court entered an order approving the Disclosure Statement [Docket No. 4809]. A hearing on confirmation of the Plan (“Plan Confirmation”) is currently scheduled for November 19, 2013 at 9:00 a.m. (prevailing Eastern Time).

18. Curtis understands that the Debtors have paid all quarterly fees to the U.S. Trustee and all required monthly operating reports have been filed.

#### ***Retention and Disinterestedness of Curtis***

19. On July 16, 2012, the Court entered the *Order Authorizing the Retention and Employment of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 781] (the “Retention Order”), approving the Debtors’ employment and retention of Curtis *nunc pro tunc* to the Petition Date. Pursuant to the Retention Order, Curtis is authorized to be compensated on an

hourly basis for professional services rendered to the Debtors and reimbursed for actual and necessary expenses incurred by Curtis in connection therewith. In accordance with the Retention Order, Curtis applied the balance of the retainer provided by the Debtors to the first fees approved following the Petition Date.

20. As disclosed in the *Declaration of Steven J. Reisman in Support of Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Retention Application Declaration") [Docket No. 527, Ex. 2], *First Supplemental Declaration of Steven J. Reisman on Behalf of Curtis, Mallet-Prevost, Colt & Mosle LLP Pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure* [Docket No. 2130] (the "First Supplemental Declaration"), and *Second Supplemental Declaration of Steven J. Reisman on Behalf of Curtis, Mallet-Prevost, Colt & Mosle LLP Pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure* [Docket No. 5213] (the "Second Supplemental Declaration" and, together with the Retention Application Declaration and the First Supplemental Declaration, the "Declarations"), Curtis does not hold or represent any interest adverse to the Debtors' estates and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

21. Curtis may have in the past represented, may currently represent, and likely in the future will represent, parties in interest in connection with matters unrelated to the Debtors in these Chapter 11 Cases. In the Declarations, Curtis disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. Curtis will file additional declarations, as appropriate, if Curtis becomes aware of relevant and material new information.

22. Curtis performed the services for which it is seeking compensation by this Application on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

23. Curtis has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

24. Pursuant to Bankruptcy Rule 2016(b), Curtis has not shared, nor has Curtis agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Curtis, or (b) any compensation another person or party has received or may receive from the Debtors.

**Summary of Professional Services**

25. To provide a meaningful summary of services rendered on behalf of the Debtors and their estates, Curtis has established, in accordance with the Guidelines and its internal billing procedures, the following matter numbers in connection with these Chapter 11 Cases that are applicable to this Application:

<b>Matter Number</b>	<b>Matter Description</b>
100	Case Administration
220	Cash Collateral, DIP & Other Financing
320	Claims Administration and Objections
330	Contracts/Leases Assumption and Rejection
340	JSN Doc Review
400	General Litigation Matters
410	Adversary Proceedings and Contested Matters
500	Plans and Disclosure Statements
700	Curtis Retention/Billing/Fee Applications

26. The following is a summary, by matter, of the most significant professional services rendered by Curtis in connection with its role as Debtors' conflicts counsel during the Fourth Interim Fee Period. This summary is organized in accordance with Curtis' internal system of matter numbers. The detailed descriptions set forth in the Monthly Fee Statements and incorporated herein by reference demonstrate that Curtis was involved in performing reasonable and necessary services for the Debtors on a regular basis to meet the Debtors' needs in these Chapter 11 Cases.<sup>6</sup>

**A. Case Administration (Matter #100)**

Total Fees: \$41,906

Total Hours: 87.60

27. A total of 87.60 hours of services were performed and Curtis is seeking allowance of \$41,906 in fees. This matter covers services undertaken by Curtis attorneys and paraprofessionals in the general administration of these Chapter 11 Cases. During the Fourth Interim Fee Period, to fulfill its role as conflicts counsel to the Debtors and to remain able to step in at a moment's notice for the Debtors' lead bankruptcy counsel, Morrison & Foerster LLP ("MoFo"), Curtis attorneys and paraprofessionals spent time on case administration matters in order to remain informed with respect to matters for which MoFo had, or may potentially have had, a conflict of interest. Services rendered by Curtis in connection with case administration included the monitoring of the case docket for pleadings with potential conflicts implications, reviewing and maintaining a case docket of significant pleadings with conflicts implications that were filed with the Court, attendance at omnibus hearings covering matters involving actual and

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<sup>6</sup> This summary of services rendered during the Fourth Interim Fee Period is not intended to be a detailed or exhaustive description of the work performed by Curtis but, rather, is intended to highlight certain key areas where Curtis provided services to the Debtors during the Fourth Interim Fee Period. More detailed descriptions of the work performed in the Fourth Interim Fee Period, categorized by project code, and those day-to-day services and the time expended in performing such services are set forth in the Monthly Fee Statements which are attached hereto as Exhibit E.

potential conflict parties, development of internal action plans, distribution of responsibilities and coordination of assignments related to conflicts matters among Curtis attorneys and paraprofessionals, and maintaining a calendar of critical dates and deadlines in these Chapter 11 Cases.

**B. Cash Collateral, DIP & Other Financing (Matter #220)**

Total Fees: \$1,689

Total Hours: 3.40

28. A total of 3.40 hours of services were performed and Curtis is seeking allowance of \$1,689 in fees. During the Fourth Interim Fee Period, Curtis attorneys reviewed pleadings filed in connection with the Debtors' use of the cash collateral of the JSNs (defined herein) for its potential impact on the JSN Adversary Proceeding (defined herein), as the Collateral Agent (defined herein) for the JSNs and several of the noteholders are conflict parties.

**C. Claims Administration and Objections (Matter #320)**

Total Fees: \$262,855

Total Hours: 483.90

29. A total of 483.90 hours of services were performed and Curtis is seeking allowance of \$262,855 in fees.

30. During the Fourth Interim Fee Period, Curtis attorneys, together with litigation counsel for the Debtors at Bryan Cave LLP, prepared, filed and prosecuted an objection to a proof of claim filed by PNC Bank, N.A. ("PNC Bank"), a conflict party. *See Debtors' Objection to Proof of Claim of PNC Bank, N.A. (Claim No. 4760)* [Docket No. 4603] (the "PNC Claim Objection"). The PNC Claim Objection involved significant amounts of research and negotiations with counsel for PNC Bank in an attempt to resolve PNC Bank's purported contingent and unliquidated claims for contribution and indemnification against the Debtors



related to a putative class action litigation pending before the United States District Court for the Western District of Pennsylvania in which both the Debtors and PNC Bank were defendants. In response to the PNC Claim Objection, PNC Bank ultimately sought to withdraw its proof of claim. *See PNC Bank, N.A.'s Response and Reservation of Rights to Debtors' Objection to Proof of Claim No. 4760* [Docket No. 4894]. Following a hearing on the PNC Claim Objection, the Court disallowed PNC Bank's claim pursuant to section 502(e) of the Bankruptcy Code.<sup>7</sup>

31. In addition, Curtis attorneys had discussions with counsel to Citibank, N.A. ("Citibank"), a conflict party, regarding Citibank's assertion that it is entitled to hold amounts in the Debtors' bank accounts at Citibank pending resolution of a dispute over whether Citibank is entitled to interest at the contractual default rate under its secured credit facility with the Debtors (the "Citibank MSR Facility"). In connection with this dispute, Curtis attorneys reviewed the documents and related agreements underlying the Citibank MSR Facility and researched, among other topics, the entitlement of secured creditors to receive interest at the contractual default rate in bankruptcy proceedings and rights to turnover and set off under the Bankruptcy Code and applicable state law.

32. Curtis also assisted the Debtors in preparing various omnibus claims objections, researching defenses to certain claims, negotiating potential resolutions, and reviewing and analyzing of proofs of claim filed by a number of conflict parties, such as CitiMortgage, PNC Mortgage, Credit Suisse Securities (USA) LLC, Fortress (and related entities), Stonebridge Life Insurance Company, Alea Holdings US Company (and related entities), General American Life Insurance Company, HBK Master Fund LP, Caterpillar Insurance (and related entities), DLJ

<sup>7</sup>

After the close of the Fourth Interim Fee Period, on September 9, 2013, the Debtors filed the *Reply in Further Support of the Debtors' Objection to Proof of Claim of PNC Bank, N.A. (Claim No. 4760)* [Docket No. 4978] and on September 13, 2013, the Court entered the *Order Sustaining Debtors' Objection to Proof of Claim of PNC Bank, N.A. (Claim No. 4760) and Disallowing and Expunging Proof of Claim (Claim No. 4760)* [Docket No. 5041].

Mortgage Capital, Inc., United Parcel Service, Hewlett Packard, MetLife (and related entities), UBS entities, and certain borrower individuals. *See, e.g., Debtors' Sixth Omnibus Objection to Claims (Duplicative Borrower Claims)* [Docket No. 3925]; *Debtors' Tenth Omnibus Claims Objection (Facially Defective and Time-Barred Securities Claims)* [Docket No. 4119]; *Debtors' Twenty-Second Omnibus Objection to Claims (Borrower Claims with Insufficient Documentation)* [Docket No. 4199]; *Debtors' Twenty-Fourth Omnibus Objection to Claims (Amended and Superseded Claims)* [Docket No. 4714].

**D. Contracts/Leases Assumption and Rejection (Matter #330)**

Total Fees: \$500

Total Hours: .80

33. A total of .80 hours of services were performed and Curtis is seeking allowance of \$500 in fees. During the Fourth Interim Fee Period, a single Curtis attorney attended to resolving issues regarding the potential rejection of certain of the Debtors' contracts with JP Morgan, a conflict party.

**E. JSN Doc Review (Matter #340)**

Total Fees: \$770,896.50

Total Hours: 1,894.80

34. A total of 1,894.80 hours of services were performed and Curtis is seeking allowance of \$770,896.50 in fees. During the Fourth Interim Fee Period, Curtis attorneys assisted with the review of documents produced by the Debtors in the JSN Adversary Proceeding (defined herein) for use in connection with proceedings critical to the outcome of these Chapter 11 Cases – the JSN Adversary Proceeding and Plan Confirmation. This project required the review of more than 300,000 documents under severe time constraints in order to prepare witnesses, take and defend depositions, and select exhibits for use in phases I and II of the trial

and in connection with Plan Confirmation. Curtis attorneys coordinated extensively with lead counsel for the Debtors at MoFo and counsel for the Committee at Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) and Pachulski Stang Ziehl & Jones LLP (“Pachulski”) in multiple offices in both the United States and Europe to ensure that the review was performed as efficiently as possible and without duplication of efforts. In order to do so, Curtis attorneys carefully drafted review protocols for use by document reviewers at all law firms involved in the project, maintained lines of communication between document reviewers and the project managers most familiar with the relevant facts and issues underlying the Chapter 11 Cases, and hosted status meetings involving professionals from multiple firms.

**F. General Litigation Matters (Matter #400)**

Total Fees: \$514,083.50

Total Hours: 1,006.80

35. A total of 1,006.80 hours of services were performed and Curtis is seeking allowance of \$514,083.50 in fees.

36. During the Fourth Interim Fee Period, the Debtors filed a motion seeking court approval to enter into and perform under a plan support agreement (the “Plan Support Agreement”) with Ally Financial, Inc., the Committee, and certain consenting claimants (the “PSA Motion”) [Docket No. 3814]. A number of conflict parties filed objections or responses to the PSA Motion, including the Federal Home Loan Bank of Boston, the Federal Home Loan Bank of Chicago, Credit Suisse Securities (USA) LLC, and the ad hoc group of junior secured noteholders (the “JSNs”), which includes conflict parties Davidson Kempner Capital Management, LLC, Loomis, Sayles & Company, L.P. (“Loomis”),<sup>8</sup> Silver Point Capital LP, and

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<sup>8</sup> After the close of the Fourth Interim Fee Period, counsel for the JSNs disclosed that Loomis is no longer part of the ad hoc group. See *Second Amended Verified Statement of White & Case LLP and Milbank, Tweed, Hadley & McCloy LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Docket No. 5612].

UBS AG.<sup>9</sup> Curtis attorneys handled a portion of the omnibus reply in connection with the PSA Motion, responding to these and other objections relating to “prematurity” as many of the objections were more properly raised in the disclosure statement and/or plan confirmation contexts. This response required Curtis attorneys to research precedent cases where plan support agreements were approved. In addition, Curtis attorneys provided significant assistance in the preparation of the chart responding to the objections to the Plan Support Agreement. *See Chart of Arguments Raised in Objections and Reservations of Rights* [Docket No. 4066, Ex. 1]. Curtis attorneys also commented on drafts of the Plan Support Agreement and related documents such as the plan term sheet and supplemental term sheet attached thereto for their impact on matters handled by Curtis as conflicts counsel (such as those related to the Subordination Adversary Proceeding (defined herein), and negotiated, where appropriate, with opposing counsel for language in the Plan Support Agreement.

37. In addition, Curtis addressed a limited objection by PNC (the “PNC Objection”) [Docket No. 4661] to the joint motion between the named plaintiffs and the Debtors seeking approval of the settlement with the Kessler class action plaintiffs (the “Kessler Settlement”).<sup>10</sup> Curtis attorneys endeavored to consensually resolve and adjourn the PNC Objection by engaging in negotiations with counsel for PNC, counsel for the Committee, and counsel to the named plaintiffs in the Kessler litigation. This process required extensive research regarding applicable state and federal law relating to bar order and judgment reduction provisions in settlement

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<sup>9</sup> See Docket Nos. 4018, 4019, 4034, 4055.

<sup>10</sup> See Joint Motion Pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 7023 and 9019 for an Order (1) Granting Class Certification for Purposes of Settlement Only, (2) Appointing Class Representative and Class Counsel for Purposes of Settlement Only, (3) Preliminarily Approving the Settlement Agreement Between Plaintiffs, on their Own Behalf and on Behalf of the Class of Similarly Situated Persons, and the Debtors, (4) Approving the Form and Manner of Notice to the Class, (5) Scheduling a Fairness Hearing to Consider Approval of the Settlement Agreement on a Final Basis and Related Relief and (6) Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 4451].

agreements. Curtis attorneys also participated in multiple court hearings in order to obtain preliminary approval of the Kessler Settlement and assisted with the amendment of documents integral to the Kessler Settlement, which ultimately resulted in successfully obtaining preliminary approval of the Kessler Settlement notwithstanding the PNC Objection.<sup>11</sup>

38. Also during the Fourth Interim Fee Period, Curtis attorneys continued to prosecute an adversary proceeding to subordinate the claims held by certain holders of the Debtors' residential mortgage backed securities which included conflict parties AIG Asset Management (US), LLC and its affiliated entities, Massachusetts Mutual Life Insurance Company, and Prudential Insurance Company of America and its affiliated entities. *See Complaint, Residential Capital, LLC v. Allstate Ins. Co. (In re Residential Capital, LLC)*, Case No. 12-12020 (MG), Adv. Pro. 13-01262 (MG) (Bankr. S.D.N.Y. Feb. 19, 2013) [Docket No. 2970, Adv. Pro. Docket No. 1] (the "Subordination Adversary Proceeding"). During the Fourth Interim Fee Period, continuing on the work performed during the Third Interim Fee Period, Curtis attorneys completed and filed the *Reply Memorandum of Law in Further Support of Debtors' Motion for Summary Judgment* [Adv. Pro. 13-01277, Docket No. 53].<sup>12</sup> Just prior to the hearing on the Subordination Adversary Proceeding, the Debtors entered into the Plan Support Agreement that settled the issues arising in the Subordination Adversary Proceeding and adjourned the hearing *sine die*.

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<sup>11</sup> See Order Pursuant to Rules 7023 and 9019 of the Federal Rules of Bankruptcy Procedure (1) Preliminarily Approving the Settlement Agreement Between the Named Plaintiffs, Individually and as Representatives of the Kessler Settlement Class, and the Settling Defendants; (2) Granting Class Certification for Purposes of Settlement Only; (3) Approving the Form and Manner of Notice to Kessler Settlement Class Members of the Settlement Agreement; (4) Scheduling a Fairness Hearing to Consider Final Approval of the Settlement Agreement; and (5) Granting Related Relief [Docket No. 4808]. A final hearing on the Kessler Class Action Settlement is scheduled for November 19, 2013 at 9:00 a.m. (prevailing Eastern Time).

<sup>12</sup> The majority of the work relating to the Subordination Adversary Proceeding was completed during the Third Interim Fee Period.

39. Also during the Fourth Interim Fee Period, Curtis attorneys assisted MoFo with responding to the motion for standing to assert claims on behalf of the estates filed by Wilmington Trust, N.A., as indenture trustee, on behalf of the holders of the senior unsecured notes, which included potential conflict parties (the “SUN Standing Motion”). Early in the Fourth Interim Fee Period, Curtis filed a limited objection to the SUN Standing Motion, based in part on research and analysis performed during the Third Interim Fee Period.<sup>13</sup> Prior to the hearing on the SUN Standing Motion, the issues arising in connection with the motion were settled pursuant to the Plan Support Agreement.

40. In addition, during the Fourth Interim Fee Period, Curtis attorneys assisted with successfully defending against the motion filed by the JSNs seeking to disqualify counsel for the Debtors, including Curtis, counsel for the Committee, and the Debtors’ management including the chief restructuring officer, from acting with respect to intercompany claims [Docket No. 4289] (the “Disqualification Motion”). Curtis attorneys coordinated with the Debtors’ lead counsel at MoFo in drafting portions of the Debtors’ objection to the Disqualification Motion, which was heard on an expedited basis. This response required research into the standards governing conflicts of interest under both the Bankruptcy Code and applicable state law and a review of the factual background of these Chapter 11 Cases. Ultimately, the Court raised serious concerns about the JSNs’ questionable motives in filing the Disqualification Motion and subsequently entered an order denying the motion. *See Order Denying JSNs’ Conflicts Motion* [Docket No. 4415].

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<sup>13</sup> *See Debtors’ Limited Objection and Reservation of Rights with Respect to the Motion of Wilmington Trust, National Association, Solely in its Capacity as Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital, LLC for an Order Authorizing it to Prosecute Claims and Other Causes of Action on Behalf of the Residential Capital, LLC Estate* [Docket No. 3598].

**G. Adversary Proceedings and Contested Matters (Matter #410)**

Total Fees: \$1,583,121

Total Hours: 3,216.40

41. A total of 3,216.40 hours of services were performed and Curtis is seeking allowance of \$1,583,121 in fees.

42. During the Fourth Interim Fee Period, Curtis attorneys assisted the Debtors with commencing and prosecuting an adversary complaint against the JSNs (some of whom are conflict parties), Wells Fargo, N.A. (a conflict party) as collateral agent (the “Collateral Agent”), and UMB Bank, N.A., as successor indenture trustee (the “Notes Trustee” and, together with the JSNs and the Collateral Agent, the “Defendants”), seeking, *inter alia*, declarations with respect to the validity and extent of their liens. *See First Amended Complaint to Determine Extent of Liens and for Declaratory Judgment, Residential Capital v. UMB Bank, N.A. (In re Residential Capital, LLC)*, Case No. 12-12020 (MG), Adv. Pro. 13-01343 (MG) (Bankr. S.D.N.Y. June 14, 2013) [Adv. Pro. 13-01343, Docket No. 8] (the “Debtor Action”). On June 24, 2013, the Court entered an order consolidating the Debtor Action with the adversary proceeding commenced by the Committee against the Notes Trustee and the Collateral Agent (as consolidated, the “JSN Adversary Proceeding”). *See Consolidation and Scheduling Order* [Adv. Pro. 13-01343, Docket No. 10]. Thereafter, Curtis attorneys coordinated extensively with attorneys at MoFo, Kramer Levin, and Pachulski to efficiently and expeditiously prosecute Phase I of the JSN Adversary Proceeding, which concluded recently with the Court’s *Memorandum Opinion, and Findings of Fact and Conclusions of Law, After Phase I Trial* [Docket No. 5772] (the “Phase I Opinion”).

43. Curtis was responsible for drafting and filing answers to the thirty-four counterclaims and, as amended, the thirty-five counterclaims asserted by certain of the Defendants in the JSN Adversary Proceeding (as amended, the “Counterclaims”). *See Plaintiffs’*

*Answer and Affirmative Defenses to the Counterclaims of Defendants UMB Bank, N.A. and the Ad Hoc Group of Junior Secured Noteholders* [Adv. Pro. 13-01343, Docket No. 20]; *Plaintiffs’ Answer and Affirmative Defenses to the First Amended Counterclaims of Defendants UMB Bank, N.A. and the Ad Hoc Group of Junior Secured Noteholders* [Adv. Pro. 13-01343, Docket No. 35] (together, the “Answers”). The drafting of the Answers required Curtis attorneys to individually analyze and respond to the contentions set forth in each paragraph and count of the Counterclaims. This process required the review of multiple documents, including the Examiner’s Report, the Debtors’ schedules of assets and liabilities, the Plan Support Agreement, the proposed Plan and Disclosure Statement, and numerous prepetition credit documents.

44. In addition, Curtis attorneys assisted the Debtors and the Committee (together, the “Plaintiffs”) in prosecuting and defending against motions to dismiss filed in the JSN Adversary Proceeding. *See Memorandum of Law in Support of the Debtors’ and Official Committee of Unsecured Creditors’ Motion to Dismiss Certain of the Defendants’ Counterclaims* [Adv. Pro. 13-01343, Docket No. 22]; *Debtors’ and Official Committee of Unsecured Creditors’ Memorandum of Law in Opposition to Defendants’ Motion to Dismiss the Debtors’ First Amended Complaint* [Adv. Pro. 13-01343, Docket No. 30]; *Reply Brief of the Debtors and the Official Committee of Unsecured Creditors in Support of their Motion to Dismiss Certain of the Defendants’ Counterclaims* [Adv. Pro. 13-01343, Docket No. 40] (collectively, the “Motions to Dismiss”). The Motions to Dismiss and related pleadings involved extensive research into the relevant case law and applicable bankruptcy provisions regarding the valuation of secured creditor’s collateral, the standards governing adequate protection, a secured creditor’s right to liens on avoidance actions, and the release of collateral under the Uniform Commercial Code. In addition to legal research, Curtis attorneys reviewed the underlying prepetition credit documents



and relevant Court orders entered in the Chapter 11 Cases to support and/or respond to arguments raised in the Motions to Dismiss. Finally, during the Fourth Interim Fee Period, Curtis attorneys successfully argued a portion of the Motions to Dismiss relating to the Collateral Agent's release of the JSNs' liens pursuant to the relevant prepetition credit documents. *See Amended Order Granting in Part and Denying in Part Motions to Dismiss*, entered on Sept. 18, 2013 [Adv. Pro. 13-01343, Docket No. 48] (dismissing counterclaims twenty-two, twenty-three, twenty-four, and twenty-five relating to the release of liens on close to \$1 billion of collateral securing the letter of credit facility).

45. Curtis attorneys also assisted the Debtors with drafting and serving document requests and responses to document requests in connection with the JSN Adversary Proceeding. In connection with these and other discovery-related tasks, Curtis professionals coordinated extensively with counsel for the Debtors, the Committee, and counsel for the Defendants regarding the production of documents and responses to discovery demands. At times it became necessary, due to the complexities of the consolidated actions, to research various discovery and procedural issues related to the JSN Adversary Proceeding. Curtis attorneys conducted extensive research under both the Bankruptcy Rules and the Federal Rules of Evidence regarding discovery, the production of documents, the assertion of privilege among various parties, limitations on discovery, and other related issues. Ultimately, professionals from Curtis greatly assisted the Plaintiffs in successfully obtaining findings from the Court in the Phase I Opinion that the JSNs are undersecured by more than \$300 million and not entitled to postpetition interest in Phase I of the JSN Adversary Proceeding, thus garnering tremendous value for the Debtors' estates.

46. Additionally, Curtis attorneys continued to represent the Debtors in connection with a dispute involving the managing member of CMH Holdings LLC, a joint venture between one of the Debtors and Cerberus Capital Management, L.P., a conflict party.

**H. Plans and Disclosure Statements (Matter #500)**

Total Fees: \$248,173

Total Hours: 412.30

47. A total of 412.30 hours of services were performed and Curtis is seeking allowance of \$248,173 in fees. During the Fourth Interim Fee Period, Curtis attorneys drafted portions of the Plan and Disclosure Statement relating to matters handled by Curtis as conflicts counsel, such as the Subordination Adversary Proceeding, the SUN Standing Motion, the Kessler Settlement, and the JSN Adversary Proceeding. In addition, Curtis attorneys reviewed several drafts of the Plan and Disclosure Statement prior to filing and provided extensive comments to MoFo in connection with the issues handled by Curtis.

48. In connection with the Debtors' motion seeking approval of the Disclosure Statement, Curtis attorneys worked with MoFo and counsel for the Committee to respond to objections to the Disclosure Statement filed by conflict parties such as the JSNs. In particular, Curtis professionals assisted with the negotiations with the JSNs by drafting a rebuttal exhibit to the JSNs' proposed Disclosure Statement rider that asserted the JSNs' position with respect to the JSN Adversary Proceeding. *See Disclosure Statement Rider – Dispute with JSNs* [Docket No. 4590, Ex. B]. The Debtors' and the Committee's responsive exhibit was an important piece in consensually resolving the JSNs' objection prior to the hearing on the Disclosure Statement.

**I. Curtis Retention/Billing/Fee Applications (Matter #700)**

Total Fees: \$33,171.50

Total Hours: 85.70

49. A total of 85.70 hours of services were performed and Curtis is seeking allowance of \$33,171.50 in fees. During the Fourth Interim Fee Period, Curtis professionals prepared fee statements for the months of February, March, and April 2013, as well as the *Third Interim Application of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel to the Debtors and Debtors in Possession for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From January 1, 2013 Through and Including April 30, 2013* [Docket No. 4532]. In addition, although very little time was billed in connection with this activity, Curtis attended to addressing and promptly resolving the *Omnibus Objection of the United States Trustee Regarding Fee Applications for Third Interim Awards of Compensation and Reimbursement of Out-of Pocket Expenses* [Docket No. 4869]. Curtis represents that the fees and expenses incurred in connection with these matters and billed to the Debtors' estates are reasonable as they represent only .98% of the total fees and expenses requested for the Fourth Interim Fee Period.

**Reasonable and Necessary Services Rendered by Curtis**

50. The foregoing professional services rendered by Curtis on behalf of the Debtors during the Fourth Interim Fee Period were reasonable, necessary, and appropriate to the administration of the these Chapter 11 Cases.

51. Many of the services performed by partners and associates of Curtis were rendered by Curtis' Restructuring and Insolvency Group. Curtis has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with 14 attorneys focusing exclusively

on this area of law. The attorneys at Curtis working on these Chapter 11 Cases have represented debtors and creditors' committees as either primary or conflicts counsel and have acted as special counsel to debtors and creditors' committees in many large Chapter 11 cases. In addition, due to the facts and circumstances of these Chapter 11 Cases, attorneys from Curtis' litigation and corporate practice groups were involved with Curtis' representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, Curtis brings to these Chapter 11 Cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

52. During the Fourth Interim Fee Period, Curtis advised and assisted the Debtors in a number of key aspects of these Chapter 11 Cases. To this end, as set forth in detail in **Exhibit C** of the Application, Curtis partners, counsel, associates, and paraprofessionals from various Curtis practice groups expended time rendering professional services on behalf of the Debtors and their estates.

53. During the Fourth Interim Fee Period, as in the earlier interim fee periods, Curtis' hourly billing rates for the attorneys primarily responsible for managing these Chapter 11 Cases ranged from \$290 to \$830. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$493.39 (based on 6,824.70 recorded attorney hours at Curtis' regular billing rates in effect at the time of the performance of services). The hourly rates and corresponding rate structure utilized by Curtis in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure predominantly used by Curtis for restructuring, workout, bankruptcy, insolvency and comparable matters, and similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and rate structure reflect that such particular matters are

typically national in scope and typically involve great complexity, high stakes, and severe time pressures.

**Actual and Necessary Expenses Incurred by Curtis**

54. As set forth in **Exhibit D** attached hereto, Curtis has invoiced a total of \$15,169.08 in expenses on behalf of the Debtors during the Fourth Interim Fee Period. Curtis states as follows regarding these expenses: Curtis charges \$0.10 per page for internal black and white copying or printing charges at its copy centers in its U.S. offices and \$0.50 per page for internal color copying or printing charges at its copy centers in its U.S. offices; and Curtis charges for external copying charges at the provider's cost of \$0.10 without markup. The basis for these rates is Curtis' calculation of the actual cost of these services. The other expenses charged to the Debtors are at the provider's cost without markup. These charges are intended to cover Curtis' direct operating costs, which costs are not incorporated into Curtis' hourly billing rates. Only clients who actually use services of the types set forth in **Exhibit D** of the Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

55. The time constraints imposed by the circumstances of these Chapter 11 Cases sometimes required Curtis attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of the Debtors. These extraordinary services were essential to meet deadlines, timely respond to inquiries on a daily basis from various creditors and other stakeholders, and to satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, as further disclosed in the Curtis retention application, attorneys and other Curtis employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation

costs. Curtis' regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of providing legal services. However, in these Chapter 11 Cases, pursuant to the terms of Curtis' engagement with the Debtors, Curtis is absorbing these overtime meal and transportation expenses in their entirety as an accommodation to the Debtors. The expenses Curtis wrote off for the Fourth Interim Period totaled \$137,189.37.

56. In addition, on a number of occasions, overnight or hand delivery of documents and other materials was required as a result of the exigencies and circumstances of these Chapter 11 Cases. The disbursements for such services are not included in Curtis' overhead for the purpose of setting billing rates and Curtis has made every effort to minimize its disbursements in these Chapter 11 Cases.

57. The actual expenses incurred by Curtis in providing professional services during the Fourth Interim Fee Period were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these Chapter 11 Cases.

**Curtis' Requested Compensation and Reimbursement Should Be Allowed**

58. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses."

59. Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement. In determining the amount of reasonable compensation to be awarded, the Court should consider the nature, extent, and the value of such services,

taking into account all relevant factors, including:

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue, or task addressed;
- e. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- f. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

60. In these Chapter 11 Cases, Curtis respectfully submits that the services for which it seeks compensation in the Application were necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Curtis respectfully submits that the services rendered to the Debtors were performed economically, effectively, and efficiently and that the results obtained to date have benefited not only the Debtors but all stakeholders in these Chapter 11 Cases. Curtis further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

61. Curtis attorneys and paraprofessionals spent a total of 7,191.70 hours during the Fourth Interim Fee Period, which services have a fair market value of \$3,456,395.50. As demonstrated by the Application and all of the exhibits submitted in support hereof, Curtis spent its time economically and without unnecessary duplication. In addition, the work conducted was

carefully assigned to appropriate attorneys or paraprofessionals according to the experience and level of expertise required for each particular task. In summary, the services rendered by Curtis were necessary and beneficial to the Debtors and their estates, and were consistently performed in a timely manner commensurate with the complexity, importance, novelty, and nature of the issues involved.

62. Accordingly, Curtis respectfully submits that approval of the compensation and expense reimbursement sought herein is warranted.

### **No Prior Request**

63. No prior application for the relief requested herein has been made to this or any other court.

### **Notice**<sup>14</sup>

64. Curtis has provided a copy of the Application to: (a) the Debtors; (b) lead counsel for the Debtors; (c) counsel to the Committee; (d) counsel to Ally Financial Inc.; and (e) the U.S. Trustee.<sup>15</sup> A copy of this Application is available for a fee on the docket for these Chapter 11 Cases at <http://www.nysb.uscourts.gov> and free of charge at <http://www.kccllc.net/rescap>.

### **Conclusion**

65. Curtis believes that the services rendered during the Fourth Interim Fee Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses incurred for which reimbursement is requested were actual and necessary to the performance of Curtis' services.

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<sup>14</sup> Portions of Curtis' detailed time records attached hereto as Exhibit E have been redacted to prevent the disclosure of confidential information and privileged litigation strategy. Unredacted copies of Curtis' detailed time records have been provided to the Court, the U.S. Trustee and the Committee.

<sup>15</sup> Pursuant to the *Notice of Withdrawal of Notice of Appearance and Request for Service of All Notices, Documents and Pleadings* [Docket No. 3439], Curtis did not serve copies of its monthly fee statements or the Application to counsel for Barclays Bank, PLC. In the future, Curtis will not serve counsel for Barclays Bank, PLC with monthly fee statements or interim fee applications.



WHEREFORE, for the reasons set forth herein, Curtis respectfully requests that the Court enter an order granting the relief requested and such other and further relief as the Court deems appropriate.

Dated: November 18, 2013  
New York, New York

Respectfully submitted,

By: /s/ Steven J. Reisman

Steven J. Reisman  
Theresa A. Foudy  
Maryann Gallagher  
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*Conflicts Counsel for the Debtors and  
Debtors in Possession*

**Exhibit A**

**Certification of Compliance**

**CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP**

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Theresa A. Foudy  
Maryann Gallagher

*Conflicts Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	: Case No. 12-12020 (MG)
	:
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , <sup>1</sup>	: Chapter 11
	:
Debtors.	: Jointly Administered
-----X	

**CERTIFICATION OF STEVEN J. REISMAN PURSUANT TO  
GENERAL ORDER M-447 REGARDING THE FOURTH INTERIM APPLICATION  
OF CURTIS, MALLET-PREVOST, COLT & MOSLE LLP AS CONFLICTS COUNSEL  
TO THE DEBTORS AND DEBTORS IN POSSESSION FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FROM MAY 1, 2013 THROUGH AND INCLUDING AUGUST 31, 2013**

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I, Steven J. Reisman, certify as follows:

1. I am a partner at the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP (“Curtis”), with responsibility for the Chapter 11 cases of Residential Capital, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in respect of, among other things, compliance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”) established and adopted by the United States Bankruptcy Court for the Southern District of New

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<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in support of the Debtors’ “first day” pleadings [Docket No. 6], dated May 14, 2012.

York pursuant to *General Order M-447*, (b) the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, adopted on January 30, 1996* (the “UST Guidelines”) and (c) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 185] (the “Interim Compensation Order” and, together with the Local Guidelines and UST Guidelines, collectively, the “Guidelines”).

2. With respect to Section B.1 of the Local Guidelines, I certify that:

- a. I have read Curtis’ fourth interim application for compensation and reimbursement of expenses (the “Application”);<sup>2</sup>
- b. To the best of my knowledge, information and belief, insofar as I can tell after reasonable inquiry, the fees and disbursements sought in the Application fall within the Guidelines, except as specifically noted in this Certification and described in the Application;
- c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Curtis and generally accepted by Curtis’ clients; and
- d. In providing a reimbursable service, Curtis does not make a profit on the service, whether the service is performed by Curtis in-house or through a third party.

3. With respect to Section B.2 of the Local Guidelines, I certify that, in accordance with the terms of the Interim Compensation Order, the Debtors, lead counsel to the Debtors, counsel to the Committee, counsel to Barclays Bank, PLC, counsel to Ally Financial Inc., and the U.S. Trustee have been provided with a statement of the fees and disbursements accrued during each month of the Fourth Interim Fee Period,<sup>3</sup> which statement of fees and disbursements

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<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

<sup>3</sup> Pursuant to the *Notice of Withdrawal of Notice of Appearance and Request for Service of All Notices, Documents and Pleadings* [Docket No. 3439], Curtis did not serve copies of its monthly fee statements or the Application to counsel for Barclays Bank, PLC. In the future, Curtis will not serve counsel for Barclays Bank, PLC with monthly fee statements or interim fee applications..

contained a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of services rendered, a reasonably detailed breakdown of the disbursements incurred, and an explanation of billing practices.

4. With respect to Section B.3 of the Local Guidelines, I certify that the Debtors, lead counsel to the Debtors, counsel to the Committee, counsel to Ally Financial Inc., and the U.S. Trustee have been provided with a copy of the Application at least 14 days before the date set by the Court and any applicable rules for filing fee applications.<sup>4</sup>

Dated: November 18, 2013  
New York, New York

---

*/s/ Steven J. Reisman*  
STEVEN J. REISMAN  
A Member of the Firm

<sup>4</sup>

Portions of Curtis' detailed time records attached to the Application as Exhibit E have been redacted to prevent the disclosure of confidential information and privileged litigation strategy. Unredacted copies of Curtis' detailed time records have been provided to the Court, the U.S. Trustee and the Committee.

**Exhibit B**

**In re: RESIDENTIAL CAPITAL, LLC, *et al.***  
**CHAPTER 11**  
**CASE NO. 12-12020**

**SUMMARY OF FEES AND EXPENSES BILLED BY SUBJECT MATTER**  
**FOR THE FOURTH INTERIM FEE PERIOD**  
**(MAY 1, 2013 THROUGH AND INCLUDING AUGUST 31, 2013)**

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<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Total Compensation</b>
100	Case Administration	87.60	\$41,906.00	\$6,323.47	\$48,229.47
220	Cash Collateral, DIP & Other Financing	3.40	\$1,689.00	\$0.00	\$1,689.00
320	Claims Administration and Objections	483.90	\$262,855.00	\$64.90	\$262,919.90
330	Contracts/Leases Assumption and Rejection	0.80	\$500.00	0.00	\$500.00
340	JSN Doc Review	1,894.80	\$770,896.50	\$278.42	\$771,174.92
400	General Litigation Matters	1,006.80	\$514,083.50	\$1,919.56	\$516,003.06
410	Adversary Proceedings and Contested Matters	3,216.40	\$1,583,121.00	\$5,401.65	\$1,588,522.65
500	Plan and Disclosure Statements	412.30	\$248,173.00	\$373.50	\$248,546.50
700	Curtis Retention/Billing/Fee Applications	85.70	\$33,171.50	\$810.70	\$33,982.20
<b>Totals</b>		<b>7,191.70</b>	<b>\$3,456,395.50</b>	<b>\$15,169.08<sup>1</sup></b>	<b>\$3,471,564.58</b>

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<sup>1</sup> After the close of the Fourth Interim Fee Period, Curtis reduced expenses associated with one of its invoices by \$3.12.

**Exhibit C**



**In re: RESIDENTIAL CAPITAL, LLC, et al.**  
**CHAPTER 11**  
**CASE NO. 12-12020**

**SUMMARY OF HOURS BILLED BY PROFESSIONALS AND PARAPROFESSIONALS  
DURING THE FOURTH INTERIM FEE PERIOD  
(MAY 1, 2013 THROUGH AND INCLUDING AUGUST 31, 2013)**

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<b>Name</b>	<b>Department and Year Admitted (NY)</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Worked</b>	<b>Total Compensation Requested</b>
<b>Partners</b>				
Steven J. Reisman	Restructuring and Insolvency Admitted 1991	\$830	289.40	\$240,202.00
Turner P. Smith	Litigation Admitted 1981	830	11.30	9,379.00
Michael J. Moscato	Litigation Admitted 1982	785	245.50	192,717.50
Michael A. Cohen	Restructuring and Insolvency Admitted 2000	730	155.70	113,661.00
Theresa A. Foudy	Litigation Admitted 1994	730	472.40	344,852.00
Thomas Laurer	Investment Management Admitted in 2001	635	26.10	16,573.50
<b>Total Partners</b>			<b>1,242.00</b>	<b>\$948,169.00</b>
<b>Of-Counsel</b>				
Myles K. Bartley	Litigation Admitted in 1999	\$635	50.30	\$31,940.50
Raymond T. Hum	Corporate Admitted in 2003	635	29.60	18,796.00
Maryann Gallagher	Restructuring and Insolvency Admitted in 1988	625	334.70	209,187.50
<b>Total Of-Counsel</b>			<b>414.60</b>	<b>\$259,924.00</b>
<b>Associates</b>				
Dora Straus	Litigation Admitted in 2000	\$600	31.50	\$18,900.00
Douglas Glazer	Mergers & Acquisitions Admitted in 2006	600	79.60	47,760.00
Ellen Tobin	Litigation Admitted in 2006	600	481.70	289,020.00

Name	Department and Year Admitted (NY)	Hourly Billing Rate	Total Hours Worked	Total Compensation Requested
Jeffrey C. Berman	Litigation Admitted in 2006	\$600	409.10	\$245,460.00
James V. Drew	Restructuring and Insolvency Admitted in 2002	590	56.80	33,512.00
Ryan C. Hansen	Investment Management Admitted in 2004	560	44.90	25,144.00
Susan E. Park	Litigation Admitted in 2000	520	140.50	73,060.00
George E. Spencer	Litigation Admitted in 2008	520	115.20	59,904.00
Daniel A. Bloom	Restructuring and Insolvency Admitted in 2009 <sup>1</sup>	480	692.80	332,544.00
Maria E. Stookey	Corporate Admitted in 2009	480	185.30	88,944.00
Peter J. Buenger	Restructuring and Insolvency Admitted in 2010 <sup>2</sup>	425	364.40	154,870.00
J. Derek Mize	Litigation Admitted in 2009	425	2.20	935.00
Heather Hiznay	Restructuring and Insolvency Admitted in 2011	395	47.30	18,683.50
Kevin A. Meehan	Litigation Admitted in 2009	375	55.20	20,700.00
James E. Zimmer	Restructuring and Insolvency Admitted in 2011	345	59.60	20,562.00
Martin O. Brown	Corporate Admitted in 2011	345	114.80	35,014.00
Edward Combs	Litigation Admitted in 2013	305	518.30	158,081.50
Michael P. Jones	Litigation Admitted in 2013	305	267.10	81,465.50
John T. Weber	Restructuring and Insolvency Admitted in 2013	305	502.80	153,354.00
Bryan M. Kotliar	Restructuring and Insolvency Admission Pending	305	596.00	181,780.00
Stephanie R. Morris	Litigation Admission Pending	305	114.80	35,014.00
Holly Sawyer	Corporate Admission Pending	305	48.20	14,701.00

<sup>1</sup> Daniel Bloom was admitted in New Jersey in 2008.

<sup>2</sup> Peter Buenger was admitted in Georgia in 2009.

Name	Department and Year Admitted (NY)	Hourly Billing Rate	Total Hours Worked	Total Compensation Requested
Paisley Kadison	Corporate Admitted in 2013	\$305	61.90	\$18,879.50
Jamie Ogilvie	Corporate Not Admitted in New York	300	39.10	11,730.00
Ada Añon	Litigation Admitted in 2012	300	68.20	20,460.00
Michael Katoski	Corporate Admission Pending	290	101.50	29,435.00
Lauren Tauro	Restructuring and Insolvency Not Yet Admitted	0	14.10	0.00
<b>Total Associates</b>			<b>5,168.10</b>	<b>\$2,159,121.00</b>
<b>Paraprofessionals</b>				
Karl Behrouz	Not Applicable	\$285	58.30	\$16,615.50
Victoria Atkinson	Not Applicable	285	30.30	8,635.50
Neal Goodman	Not Applicable	260	5.80	1,508.00
Franklin R. Guenther	Not Applicable	235	30.50	7,167.50
Brittany Patane	Not Applicable	235	7.10	1,668.50
Georgia Faust	Not Applicable	235	82.00	19,270.00
Rebecca Srulowitz	Not Applicable	235	1.00	235.00
Sheyla Soriano	Not Applicable	235	48.10	11,303.50
Susan Kindya-Culley	Not Applicable	230	64.80	14,904.00
Timothy Cramton	Not Applicable	210	3.00	630.00
Kristine Kim	Not Applicable	210	9.00	1,890.00
Simon Hall	Not Applicable	210	1.70	357.00

Name	Department and Year Admitted (NY)	Hourly Billing Rate	Total Hours Worked	Total Compensation Requested
Samuel Ballard	Not Applicable	\$200	14.30	\$2,860.00
Michael Malavarca	Not Applicable	\$200	1.20	\$240.00
Julia Gumper	Not Applicable	190	4.00	760.00
Kevin Zanin	Not Applicable	180	3.40	612.00
<b>Total Paraprofessionals</b>			<b>367.00</b>	<b>\$89,181.50</b>
<b>Total</b>			<b>7,191.70</b>	<b>\$3,456,395.50</b>

Total Billed Hours for Attorneys .....	6,824.70
Total Billed Hours for Paraprofessionals .....	367.00
Total Billed Hours.....	7,191.70
Total Fee Requested.....	\$3,456,395.50
Blended Rate for Attorneys and Paraprofessionals.....	\$480.61
Blended Rate for Attorneys.....	\$493.39

**Exhibit D**

**In re: RESIDENTIAL CAPITAL, LLC, *et al.***  
**CHAPTER 11**  
**CASE NO. 12-12020**

**EXPENSE SUMMARY FOR THE FOURTH INTERIM FEE PERIOD**  
**(MAY 1, 2013 THROUGH AND INCLUDING AUGUST 31, 2013)<sup>1</sup>**

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<b>Expense Category</b>	<b>Amount</b>
External Photocopy Services	\$12,897.10
Pacer - ECF	\$1,159.30
Intercall Audio Conferencing	\$500.85
Courier Expense	\$274.43
CourtCall	\$281.00
Deposition Reporting/Transcripts	\$56.40
<b>Total</b>	<b>\$15,169.08<sup>2</sup></b>

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<sup>1</sup> All expenses have been billed in accordance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases.

<sup>2</sup> After the close of the Fourth Interim Fee Period, Curtis reduced expenses associated with one of its invoices by \$3.12.

**Exhibit D-1**

**IN RE: RESIDENTIAL CAPITAL, LLC, ET AL.**

**CHAPTER 11**

**CASE NO. 12-12020 (MG)**

**DETAIL OF DISBURSEMENTS AND OTHER CHARGES  
FOR THE FOURTH INTERIM FEE PERIOD  
(MAY 1, 2013 THROUGH AND INCLUDING AUGUST 31, 2013)**

<b><u>DATE</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>AMOUNT</u></b>
5/3/2013	EXTERNAL PHOTOCOPY SERVICES	\$112.20
5/8/2013	EXTERNAL PHOTOCOPY SERVICES	\$242.60
5/9/2013	EXTERNAL PHOTOCOPY SERVICES	\$79.80
5/15/2013	EXTERNAL PHOTOCOPY SERVICES	\$303.50
5/16/2013	EXTERNAL PHOTOCOPY SERVICES	\$87.00
5/16/2013	EXTERNAL PHOTOCOPY SERVICES	\$390.80
5/23/2013	EXTERNAL PHOTOCOPY SERVICES	\$29.60
6/4/2013	EXTERNAL PHOTOCOPY SERVICES	\$91.40
6/11/2013	EXTERNAL PHOTOCOPY SERVICES	\$603.70
6/12/2013	EXTERNAL PHOTOCOPY SERVICES	\$105.00
6/20/2013	EXTERNAL PHOTOCOPY SERVICES	\$176.30
6/20/2013	EXTERNAL PHOTOCOPY SERVICES	\$164.20
6/25/2013	EXTERNAL PHOTOCOPY SERVICES	\$247.50
6/25/2013	EXTERNAL PHOTOCOPY SERVICES	\$99.60
6/25/2013	EXTERNAL PHOTOCOPY SERVICES	\$112.80
6/26/2013	EXTERNAL PHOTOCOPY SERVICES	\$223.00
6/26/2013	EXTERNAL PHOTOCOPY SERVICES	\$5.90
6/26/2013	EXTERNAL PHOTOCOPY SERVICES	\$32.80
6/26/2013	EXTERNAL PHOTOCOPY SERVICES	\$1,856.90
6/26/2013	EXTERNAL PHOTOCOPY SERVICES	\$2,829.40
6/27/2013	EXTERNAL PHOTOCOPY SERVICES	\$101.50
6/27/2013	EXTERNAL PHOTOCOPY SERVICES	\$288.80
6/28/2013	EXTERNAL PHOTOCOPY SERVICES	\$31.50
7/1/2013	EXTERNAL PHOTOCOPY SERVICES	\$448.80
7/1/2013	EXTERNAL PHOTOCOPY SERVICES	\$227.00
7/1/2013	EXTERNAL PHOTOCOPY SERVICES	\$66.60
7/3/2013	EXTERNAL PHOTOCOPY SERVICES	\$355.30
7/9/2013	EXTERNAL PHOTOCOPY SERVICES	\$96.40
7/18/2013	EXTERNAL PHOTOCOPY SERVICES	\$382.70
7/26/2013	EXTERNAL PHOTOCOPY SERVICES	\$0.30
7/29/2013	EXTERNAL PHOTOCOPY SERVICES	\$120.80
8/7/2013	EXTERNAL PHOTOCOPY SERVICES	\$177.80
8/7/2013	EXTERNAL PHOTOCOPY SERVICES	\$363.80
8/7/2013	EXTERNAL PHOTOCOPY SERVICES	\$205.80
8/8/2013	EXTERNAL PHOTOCOPY SERVICES	\$73.40
8/8/2013	EXTERNAL PHOTOCOPY SERVICES	\$24.80
8/9/2013	EXTERNAL PHOTOCOPY SERVICES	\$24.60



<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
8/9/2013	EXTERNAL PHOTOCOPY SERVICES	\$43.00
8/9/2013	EXTERNAL PHOTOCOPY SERVICES	\$150.40
8/12/2013	EXTERNAL PHOTOCOPY SERVICES	\$276.60
8/16/2013	EXTERNAL PHOTOCOPY SERVICES	\$82.20
8/16/2013	EXTERNAL PHOTOCOPY SERVICES	\$231.20
8/19/2013	EXTERNAL PHOTOCOPY SERVICES	\$60.50
8/20/2013	EXTERNAL PHOTOCOPY SERVICES	\$181.30
8/20/2013	EXTERNAL PHOTOCOPY SERVICES	\$90.40
8/20/2013	EXTERNAL PHOTOCOPY SERVICES	\$83.50
8/21/2013	EXTERNAL PHOTOCOPY SERVICES	\$45.50
8/21/2013	EXTERNAL PHOTOCOPY SERVICES	\$6.20
8/22/2013	EXTERNAL PHOTOCOPY SERVICES	\$14.40
8/23/2013	EXTERNAL PHOTOCOPY SERVICES	\$0.20
8/23/2013	EXTERNAL PHOTOCOPY SERVICES	\$1.60
8/23/2013	EXTERNAL PHOTOCOPY SERVICES	\$151.50
8/27/2013	EXTERNAL PHOTOCOPY SERVICES	\$96.40
8/29/2013	EXTERNAL PHOTOCOPY SERVICES	\$51.00
8/29/2013	EXTERNAL PHOTOCOPY SERVICES	\$547.30
	<b>TOTAL EXTERNAL PHOTOCOPY SERVICES</b>	<b>\$12,897.10</b>
05/06/13	Pacer – ECF	\$30.50
05/06/13	Pacer – ECF	\$10.20
05/06/13	Pacer – ECF	\$10.50
05/06/13	Pacer – ECF	\$20.50
05/06/13	Pacer – ECF	\$3.80
06/12/13	Pacer – ECF	\$29.30
06/12/13	Pacer – ECF	\$150.40
06/12/13	Pacer – ECF	\$0.80
06/12/13	Pacer – ECF	\$20.20
07/08/13	Pacer – ECF	\$10.40
07/08/13	Pacer – ECF	\$90.60
07/08/13	Pacer – ECF	\$36.70
08/06/13	Pacer – ECF	\$52.80
08/06/13	Pacer – ECF	\$48.50
08/06/13	Pacer – ECF	\$3.20
08/30/13	Pacer – ECF	\$56.60
08/30/13	Pacer – ECF	\$14.50
08/30/13	Pacer – ECF	\$130.40
08/30/13	Pacer – ECF	\$26.40
08/30/13	Pacer – ECF	\$114.40
08/30/13	Pacer – ECF	\$192.40
08/31/13	Pacer – ECF	\$5.40
08/31/13	Pacer – ECF	\$6.70
08/31/13	Pacer – ECF	\$9.10
08/31/13	Pacer – ECF	\$78.60
08/31/13	Pacer – ECF	\$6.40
	<b>TOTAL PACER – ECF</b>	<b>\$1,159.30</b>

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
07/05/13	Internal Audio Conferencing	\$20.08
07/12/13	Internal Audio Conferencing	\$21.30
07/13/13	Internal Audio Conferencing	\$19.59
07/15/13	Internal Audio Conferencing	\$19.77
07/15/13	Internal Audio Conferencing	\$19.57
08/05/13	Internal Audio Conferencing	\$19.56
08/05/13	Internal Audio Conferencing	\$19.39
08/09/13	Internal Audio Conferencing	\$19.91
08/12/13	Internal Audio Conferencing	\$21.20
08/15/13	Internal Audio Conferencing	\$21.02
08/17/13	Internal Audio Conferencing	\$209.11
08/21/13	Internal Audio Conferencing	\$25.57
08/26/13	Internal Audio Conferencing	\$21.93
08/30/13	Internal Audio Conferencing	\$19.72
08/30/13	Internal Audio Conferencing	\$23.13
	<b>TOTAL INTERCALL AUDIO CONFERENCING</b>	<b>\$500.85</b>
07/03/13	Deposition Reporting/Transcripts	\$56.40
	<b>TOTAL DEPOSITION REPORTING/TRANSCRIPTS</b>	<b>\$56.40</b>
07/15/13	CourtCall	\$107.00
07/19/13	CourtCall	\$58.00
07/22/13	CourtCall	\$51.00
07/29/13	CourtCall	\$65.00
	<b>TOTAL COURTCALL</b>	<b>\$281.00</b>
04/03/13	Courier Services	\$31.45
04/10/13	Courier Services	\$13.43
04/24/13	Courier Services	\$12.00
05/08/13	Courier Services	\$12.00
07/15/13	Courier Services	\$39.98
07/17/13	Courier Services	\$19.50
07/19/13	Courier Services	\$39.98
07/19/13	Courier Services	\$40.99
07/23/13	Courier Services	\$12.00
08/08/13	Courier Expenses	\$28.50
08/08/13	Courier Expenses	\$8.20
08/08/13	Courier Expenses	\$8.20
08/08/13	Courier Expenses	\$8.20
	<b>TOTAL COURIER SERVICES</b>	<b>\$274.43</b>
	<b><u>TOTAL DISBURSEMENTS AND OTHER CHARGES</u></b>	<b><u>\$15,169.08</u></b>

**Exhibit E**

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

September 09, 2013

Inv. # 1588079  
 Our Ref. 062108-000100  
 SJR

Attention: Residential Capital, LLC

**Re: Case Administration**

05/09/13 MG8	Attend to further organization of associates and paralegals for downloading, assembling and distribution of Examiner Report in connection with several matters on which Curtis is advising Debtors, including adversary proceeding involving JSNs, adversary proceeding seeking to extend the automatic stay, Wilmington Trust motion for standing and CMH Holdings' transaction in connection with Curtis' role as conflicts counsel (.60); review of heavy recent docket activity in connection with Curtis' role as Debtors' conflicts counsel, including several stipulations and orders regarding stay relief, notices of withdrawal, notices of adjournment of matters scheduled for May 14 hearing, Committee objection to Wilmington Trust standing motion, Debtors' motion regarding severance, stay relief objections, and notice of Examiners' intent to file report (1.20)	1.80
05/10/13 MG8	Review recent docket activity in connection with Curtis' role as Debtors' conflicts counsel, including numerous notices of adjournment and stipulations in connection with May 14 hearing and notice of Examiner regarding delay in issuance of Examiner's report (.80)	0.80
05/13/13 MG8	Attend to review of recent docket activity in connection with Curtis' role as debtors' conflicts counsel, including recent pleadings filed in connection with contested use of JSNs cash collateral, notices regarding May 14 hearing, and certain claims matters (.70); review filings related to submission of Examiner's report and related correspondence with T. Foudy, D. Bloom and B. Kotliar with respect to same and potential impact on matters that Curtis is handling as conflicts counsel for the Debtors (.60)	1.30
05/14/13 MG8	Brief review of voluminous docket activity, including retention orders, the cash collateral stipulation with the JSNs, other filings related to orders entered in connection with May 14 Omnibus hearing and numerous pleadings and declarations filed by parties regarding evidence in connection with RMBS Settlement trial scheduled for May 28, all in connection	1.40

with Curtis' role as Debtors' conflicts counsel (1.40)

05/15/13 MG8	Review briefly filings in connection with sealing of Examiner's report, Wilmington Trust filing in Support of the Response of the Official Committee of Unsecured Creditors to Debtors' Motion to Strike the Objection and Exclude the Evidence of the Official Committee of Unsecured Creditors in Opposition to the RMBS Trust Settlement as well as Committee's Pretrial Submission for RMBS Settlement trial in connection with Curtis' role as Debtors' conflicts counsel (.20)	0.20
05/15/13 GF	At request of B. Kotliar, review Supplement to the Fifth Revised Joint Omnibus Scheduling Order and revise correspondence and scheduling accordingly (.80)	0.80
05/17/13 DAB	Correspond with B. Kotliar regarding adjourned hearing dates in connection with Curtis' role as conflicts counsel with respect to certain holders of JSNs (.10); attend to extensive review of ResCap docket in order to draft summary of key pleadings and filings in same for T. Foudy for matters that Curtis is handling as conflicts counsel (1.00)	1.10
05/20/13 MG8	Review voluminous docket activity, including numerous filings by various parties in interest with respect to evidence for trial on RMBS Trust settlement, multiple stipulations with respect to stay relief and scheduling order with respect to FGIC issues, and Judge Cote order dismissing FHFA appeal as moot, all in connection with Curtis' role as Debtors' conflicts counsel (1.10)	1.10
05/21/13 MG8	Attend to review of recent docket activity, including agendas for hearings on May 23, 2013 and numerous filings relating to evidence in connection with RMBS settlement trial (.70)	0.70
05/22/13 MG8	Review Berkshire Hathaway motion for release of Examiner Report and related follow-up with D. Bloom (.50)	0.50
05/23/13 MG8	Attend to review of recent docket activity, including numerous filings related to adjournments and postponements of scheduled hearings as a result of filing of Debtors' motion for authority to enter into Plan Support Agreement, in connection with Curtis' role as conflicts counsel to the Debtors (.60)	0.60
05/23/13 BP	Per B. Kotliar's request, update court calendar to reflect hearing dates and objection deadlines as set by the court in connection with critical case items and matters that Curtis is handling as conflicts counsel (.60)	0.60
05/24/13 MG8	Review recent docket activity, including numerous filings related to the automatic stay, claims objections and notice of status conference in connection with	0.60

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Debtors' motion seeking authority to enter into a plan support agreement with, among others, AFI, the Committee and numerous creditors, all in connection with Curtis' role as conflicts counsel to the Debtors (.60)

05/28/13	MG8	Attend to docket review in connection with Curtis' role as Debtors' conflicts counsel, including District Court orders, responses to claim objections, stipulations regarding stay relief and late filed claims, adversary complaint, and notices related to status conference on Debtors' motion for authorization to enter into plan support agreement (.60)	0.60
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TOTAL HOURS	12.10
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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	9.60	625	6,000.00
Daniel A. Bloom	Associate	1.10	480	528.00
Georgia Faust	Legal Assistant	0.80	235	188.00
Brittany Patane	Legal Assistant	0.60	235	141.00
		<b>12.10</b>		<b>\$6,857.00</b>

<b>TOTAL SERVICES</b>	<b>\$6,857.00</b>
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**Summary of Expenses**

Courier Expense	25.43
External Photocopy Services	29.60
Pacer - ECF	30.50

<b>TOTAL EXPENSES</b>	<b>\$85.53</b>
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<b>TOTAL THIS INVOICE</b>	<b>\$6,942.53</b>
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**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW****101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

September 06, 2013

Inv. # 1578334  
 Our Ref. 062108-000220  
 SJR

Attention: Residential Capital, LLC

**Re: Cash Collateral, DIP & Other Financing**

05/10/13	MG8	Review briefly additional filings by Committee and JSNs with respect to use of cash collateral in connection with Curtis' role as conflicts counsel in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.40)	0.40
05/11/13	SJR	Review of Junior Secured Noteholders' Response in connection with Debtors' Request for Continued Use of Cash Collateral for impact on JSN adversary proceedings as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.30)	0.30
05/11/13	MG8	Attend to brief review of papers filed by counsel to Junior Secured Noteholders in connection with Debtors' request for continued use of cash collateral, as Curtis acts as conflicts counsel in connection with certain aspects of the disputes with the Junior Secured Noteholders (.20)	0.20
TOTAL HOURS			0.90

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	0.30	830	249.00
Maryann Gallagher	Counsel	0.60	625	375.00
		<b>0.90</b>		<b>\$624.00</b>

**TOTAL SERVICES****\$624.00**

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**TOTAL THIS INVOICE**

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**\$624.00**

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**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW****101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

September 06, 2013

Inv. # 1588078  
 Our Ref. 062108-000320  
 SJR

Attention: Residential Capital, LLC

**Re: Claims Administration and Objections**

05/01/13	MG8	Attend to matters relating to Omnibus claims objections to claims filed by conflict parties, Bank of America, MidFirst Bank and City of Copper and related follow up with T. Foudy, J. Wishnew and M. Rothchild (.80)	0.80
05/02/13	MG8	Attend to correspondence with M. Rothchild regarding comments to form of individualized notices for objections to claims filed by conflict parties MidFirst Bank and City of Copper, and related follow-up with T. Foudy (.30)	0.30
TOTAL HOURS			1.10

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	1.10	625	687.50
		<b>1.10</b>		<b>\$687.50</b>
<b>TOTAL SERVICES</b>				<b>\$687.50</b>
<b>TOTAL THIS INVOICE</b>				<b>\$687.50</b>

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

September 06, 2013

Inv. # 1588073  
 Our Ref. 062108-000400  
 SJR

Attention: Residential Capital, LLC

**Re: General Litigation Matters**

05/01/13 SJR	Attend to matters regarding JSNs' objection to STN motion and confer with T. Foudy regarding matters related to same in connection with preparing reponse to SUNs STN motion that Curtis is handling as conflicts counsel (1.20); review script and outline for hearing on UCC standing motion requested by G. Lee and underlying documentation re: same (.90); confer with T. Foudy re: standing motion (.20)	2.30
05/01/13 TF1	Review responses to exclusivity motion filed by SUNs and UCC in connection with Curtis drafting limited objection to SUNs' motion for standing (.20); review comments to SUNs opposition from G. Lee and J. Levitt and incorporate same into draft (1.90); exchange emails with Morrison & Foerster's A. Barrage and J. Levitt on content of submission in connection with same (.50); participate in conference call with Morrison & Foerster's G. Lee, J. Levitt, and L. Marinuzzi on same (.40); confer with S. Reisman on opposition to SUNs' standing motion (.20); edit draft script for hearing on UCC standing motion (1.80)	5.00
05/01/13 MG8	Review and revise talking points for May 7 hearing on standing motion filed by Official Committee of Unsecured Creditors and related filings by Wilmington Trust and JSNs matters handled by Curtis as conflicts counsel, and follow-up with D. Bloom regarding the same (.50); participate in conference call with G. Lee, J. Levitt, A. Barrage, T. Goren and T. Foudy regarding STN standing motions filed by Committee and Wilmington Trust, responses of the JSN and the SUNs and the Debtors' positions with respect to the same (.40); attend to correspondence with T. Foudy regarding tasks in connection with statement in respect of Committee's motion for standing and completion of response to SUNs motion for standing and related follow up (.50); review and revise draft section of response to SUNs' motion for standing addressing claims of JSNs against Holdco, and other claims asserted by JSNs (.50); correspond and follow up with B. Kotliar re: same (.40)	2.30

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05/01/13 EC	Review and prepare comments on draft reply memo to AIG opposition in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (1.30); research relating to section 510(b) "of the debtor" standards for drafting reply memo of law re: same(1.80); draft reply sections for § 510(b) "of the debtor" argument and distinguishing authority cited in AIG opposition (2.30); meet with D. Bloom to discuss approach in response to 510(b) arguments set forth in Investor memo of law re: same (.70)	6.10
05/01/13 BMK	Review and revise draft reply to summary judgment motion seeking subordination of Investors' RMBS securities claims in which conflict parties including AIG, Allstate and Prudential are defendants re: section 510(c) and double recovery arguments (1.70); review draft reply received from Morrison & Foerster re: same and no fault equitable subordination arguments under section 510 (c) of the Bankruptcy code (.50)	2.20
05/01/13 BMK	Coordinate with F. Guenthner re: production of binder index and underlying documents for hearing on Committee Motion and Debtors' Exclusivity on May 7 in connection with substantially similar issues raised by SUN Trustee Motion that Curtis is handling as conflicts counsel (.50); complete cite check ensuring accuracy of cited cases, relied upon authorities, and support for factual and legal assertions re: filing of limited objection to SUN Trustee Motion for Standing (1.60); input additional changes to same received from attorneys at Morrison & Foerster (.50); correspondences with D. Bloom re: same addressing open issues re: HoldCo election and claims asserted by individual committee members against various Debtor entities (.50); incorporate J. Levitt's comments to same (.30); correspondences with T. Foudy and D. Bloom re: settlement authority issue underlying same (.20)	3.30
05/01/13 JTW	Confer with D. Bloom re: language of proposed order related to Committee's standing motion and possible limiting language needed to prevent sole settlement authority of the Claims resting with Committee in connection with similar issues raised in Wilmington Trusts' matter that Curtis is handling as conflicts counsel (.30)	0.30
05/01/13 DAB	Correspond with T. Foudy and transmit revised draft objection to SUN Trustee standing motion that Curtis is handling as conflicts counsel (.20); further drafting of outline regarding section 510(b) subordination for reply to Investors' subordination summary judgment opposition in which conflict parties including AIG, Allstate and Prudential are defendants and confer with E. Combs re: same (.70); review draft reply brief re:	8.50

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same received from Morrison & Foerster (.80); review Morrison & Foerster comments regarding Debtors' strategy for responding to Committee and SUN Trustee standing motions (.20); draft summary of Debtors' objection to SUN Trustee standing motion for inclusion in response to Committee's standing motion (.60); additional analysis of settlement authority sought by the SUN Trustee in its standing motion (.30); draft email memorandum to T. Foudy regarding same (.30); review and analyze SUN Trustee's and Committee's statements regarding exclusivity in connection with drafting of responses to same (.80); various additions/changes to draft SUN Trustee objection per G. Lee and T. Foudy comments (.60); review email from T. Foudy regarding G. Lee's request for Committee standing motion hearing outline/script (.20); draft same per T. Foudy's request (2.50); revise same to incorporate M. Gallagher and T. Foudy comments (.20); confer with J. Weber re: settlement authority issue revised by Wilmington Trusts' motion (.30)

05/01/13 PJB2	Review objection of AFI to Committee standing motion to bring estate clause and incorporate into Debtors' objection to the SUN Trustee's standing motion that Curtis is handling as conflicts counsel (1.40); review objection of SUN Trustee to same and incorporate into Debtors' objection to the SUN Trustee's standing motion to pursue similar claims (.50); review comments and revisions provided by Debtors' lead counsel (.40); numerous correspondences throughout the day with B. Kotliar re: various objections to Committee standing motion and revisions to Debtors' objection to SUN Trustee's standing motion (.30); research re: case pleadings and orders within the Southern District of New York in which an official creditors committee obtained authority to pursue Estate clause (2.40); follow-up with D. Bloom and B. Kotliar re: same and incorporate into materials for upcoming hearing on Committee's motion (.30)	5.30
05/01/13 FRG	Retrieve and compile documents for future incorporation into binder re: connections with standing motions (.30)	0.30
05/01/13 FRG	Compile materials for incorporation into binder re: standing motions filed by the Committee and Wilmington Trust (1.40)	1.10
05/02/13 SJR	Attention to matters regarding SUN Trustee Standing Motion and drafting Objection to same and follow up including plan for upcoming hearing on same handled by Curtis as conflicts counsel (1.40)	1.40
05/02/13 TF1	Attend to implementation of various comments to opposition to SUNs' motion handled by Curtis as conflicts counsel from G. Lee and A. Barrage and review of revised document (1.60); reply brief on	7.30

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subordination dispute, including review of Morrison & Foester draft reply brief on subordination, E. Combs's memo on 510(a) arguments in connection therewith, R. Dawes's memo on affiliate argument in connection therewith, and D. Bloom's comments to draft, and edit brief in light thereof (3.30); review and implement J. Levitt comments to hearing argument script on Committee standing motion (1.60); review and comment on Investors' draft stipulation extending time to answer complaint in connection with subordination adversary proceeding (.40); review email forwarding draft statement in response to objections to UCC STN motion and exchange emails with D. Bloom on same (.40)

05/02/13 MG8	Attend to review and comment on draft talking points for May 7 hearing, as similar arguments appear in response to SUN standing motion handled by Curtis as conflicts counsel related correspondences with D. Bloom and T. Foudy regarding the same (.50); conduct research on Committee standing issue for preparation of talking points for May 7 hearing, and coordinate with P. Buenger and D. Bloom regarding same (1.20); attend to review and organize implementation and further review of G. Lee comments to Wilmington Trust standing motion and related follow-up with T. Foudy, D. Bloom and B. Kotliar re same (1.10); attend to brief review of comments to reply brief of E. Combs, D. Bloom and B. Kotliar prepared for Debtors' motion for summary judgment on subordination of Investors' securities claims in which conflict parties including AIG, Allstate and Prudential are defendants (.30)	4.00
05/02/13 EC	Review draft reply memorandum received from Morrison & Foerster in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants specifically geared towards research on sections 510 (a) and (b) of the Bankruptcy code (2.30) and research 510(a) and (b) issues (2.30); revise and prepare comments to draft reply for review by T. Foudy and M. Gallagher re: same (1.90)	4.20
05/02/13 BMK	Draft section of reply brief to summary judgment motion seeking subordination of the Investors' securities claims in which conflict parties including AIG, Allstate and Prudential are defendants by incorporating arguments from prior draft and version received from Morrison & Foester (2.30); correspond with D. Bloom re: same and open procedural issues such as page limit and filing requirements included in case management order (.30)	2.60
05/02/13 BMK	Review proofs of claim filed by members sitting on the official committee of unsecured creditors asserted against Debtors Residential Capital, LLC, GMAC	5.80

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Mortgage LLC, and Residential Funding Company LLC to support statements and argument re: amount and status of committee member claims for objection to SUN Trustee Motion that Curtis is handling as conflicts counsel (3.10); draft email summarizing findings re: same to T. Foudy (.50); multiple discussions re: same with D. Bloom (.40); provide citations to SUN and Committee responses to exclusivity motion and mediation order to support factual and legal assertions in objection to SUN Trustee Motion (.50); research recent Southern District of New York Bankruptcy Court cases and Judge Glenn decisions granting Committee motions for standing to assert estate claims against third parties (1.00); draft email to D. Bloom and P. Buenger summarizing same (.30)

05/02/13 DAB	Review emails from T. Foudy regarding G. Lee's and A. Barrage's further comments to SUN Trustee standing objection handled by Curtis as conflicts counsel and respond to same (.20); revise draft of same to address G. Lee's, A. Barrage's, and T. Foudy's comments to same (1.70); review J. Levitt comments to draft script for hearing on Committee standing motion and revise draft to incorporate/address same (1.20); extensive further revisions to same based on T. Foudy's comments (1.20); research Second Circuit case law and unpublished decisions granting Committee's standing to pursue estate claims for use at Committee standing hearing and for incorporation into draft script for same (1.40); review E. Combs comments to Morrison & Foerster's draft subordination reply and email to E. Combs regarding same in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.40); revise Morrison & Foerster's draft subordination reply to incorporate collective comments to same regarding arguments pertaining to subsections 510(a)-(c) of the Bankruptcy Code (1.40)	7.50
05/02/13 PJB2	Attend to multiple correspondences among D. Bloom, Foudy, B. Kotliar, M. Gallagher and lead Debtors' counsel re: comments and revisions to the Debtors' objection to the SUN trustee standing motion seeking authority to pursue certain estate causes of action being handled by Curtis as conflicts counsel (.80); review statements of the Committee and response of the SUN Trustee to Debtors' exclusivity motion for impact on same (.60); incorporate same into Debtors' objection to the SUN standing motion response (.40); review various revisions and drafts throughout the day of Debtors' objection same and provide comments on same (1.60); research re: orders and pleadings within bankruptcy cases within the Bankruptcy Court for the Southern District of New York, with emphasis on orders entered by Judge Glenn, were a committee obtained authority to pursue estate claims (3.20);	7.20

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Correspondences with D. Bloom and B. Kotliar re: same (.30); review summary of materials and script in preparation for upcoming hearing on same claims (.30)

05/03/13 SJR	Attend to review of Committee's unredacted standing motion where issues impact response to SUN Trustee standing motion handled by Curtis as conflicts counsel (1.80); follow up with T. Foudy and M. Gallagher re: same (.50); attend to outstanding issues regarding limited objection to SUN Trustee Standing Motion that Curtis is handling as conflicts counsel and review e-mails regarding same (.70)	3.00
05/03/13 TF1	Email correspondence with J. Levitt at Morrison & Foester concerning finalization and filing of response to SUN Trustee's STN Motion (.30); provide comments to Disclosure Statement discussion and subordination dispute in which conflict parties including AIG, Allstate and Prudential are defendants and begin review of entire disclosure statement re: same and other matters handled by Curtis as conflicts counsel (1.80); follow-up on finalizing of stipulation extending subordination defendants' time to answer and exchange emails with defendants' counsel on same (.20); review and provide comments on draft supplemental response on Committee's standing motion (.80); review/revise reply brief on subordination dispute in which conflict parties including AIG, Allstate and Prudential are defendants recorded from Morrison & Foerster, incorporating research performed by Curtis associates (2.10)	5.20
05/03/13 MG8	Brief review of filed Debtors' complaint for declaratory judgment with respect to Junior Secured Notes, as it relates to issues with respect to SUN Trustee's request for standing handled by Curtis in its role as conflicts counsel (.40); correspondences with T. Foudy and J. Levitt regarding timing and logistics of filing limited objection to SUN Trustee motion for standing in light of Committee motion re: same (.40); review of unredacted draft complaint filed by SUN Trustee under seal in connection with same (.60)	1.40
05/03/13 GF	Assist B. Kotliar with preparation of documents re: claims filed against HoldCo. in connection with responding to Wilmington Trust Motion for standing to bring estate claims (1.00)	1.00
05/03/13 EC	Review and revise objection to SUN STN motion handled by Curtis as conflicts counsel in order to prepare same for filing (3.20); draft correspondence to B. Kotliar and D. Bloom re: status of reply memorandum in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants and strategy for revision of argument therein (.60)	3.80
05/03/13 BMK	Coordinate production of materials for May 7 hearing	0.50

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re: Committee Motion for Standing and Debtors'  
Exclusivity Motion including discussion on same with D.  
Bloom (.50)

05/03/13 DAB	Review and extensive revisions to Morrison & Foerster draft supplemental statement in response to Committee's standing motion as similar issues arise in response to Wilmington Trust Standing Motion that Curtis is handling as conflicts counsel (1.00); emails to T. Foudy and B. Kotliar regarding HoldCo claims analysis in connection with response to SUN Trustee standing motion (.30); communication with B. Kotliar regarding hearing preparation for May 7 hearing regarding Committee standing (.10); review and respond to email from T. Foudy regarding possible adjournment of subordination pre-trial conference (.20); draft email to Quinn proposing same for T. Foudy's review (.10); communication with M. Gallagher regarding HoldCo Election reference in draft objection to SUN Trustee standing (.10); email C. Cu at KCC regarding planned filing of subordination reply and objection to SUN Trustee motion and follow up email to same in response to query regarding service (.20); communication with B. Kotliar and M. Gallagher regarding SUN Trustee's seal motion (.10); draft hearing outline/script for T. Foudy for use at both Committee standing hearing and SUN Trustee standing hearing, setting forth detailed arguments consistent with Debtors' draft objection to the SUN Trustee's standing motion (3.60); discuss Committee Members' claims issue with B. Kotliar (.40)	6.10
05/03/13 PJB2	Multiple correspondences with D. Bloom, T. Foudy and B. Kotliar re: preparation for upcoming hearing, compiling pleadings and materials for same including renew of draft script re: Debtors' objection to SUN Trustee's standing motion handled by Curtis as conflicts counsel (.30); review draft of Debtors' statement in response to objections of SUN Trustee and JSNs to standing motion of the Unsecured Creditors' Committee and provide comments on same (.50); follow-up with D. Bloom re: same (.20); review materials drafted by Debtors' lead counsel in preparation for upcoming hearing on Committee's motion for standing to bring estate claims to incorporate same into hearing script (.80); review materials including script in preparation for upcoming hearing and coordinate with D Bloom re: same throughout the day (1.80); final review and revisions to Debtors' objection to SUN Trustee's standing motion with incorporated comments of Curtis and Morrison & Foerster, including table of contents and table of authorities per case management order (1.80)	5.40
05/03/13 FRG	Per request of B. Kotliar, create index for compilation of documents related to standing and exclusivity motions	2.10



that Curtis is handling as conflicts counsel to be used at hearing (2.10)

05/05/13 EC	Research relating to all issues presented in ResCap reply memo on subordination in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants for validation of authorities set forth therein (2.30); review and revise reply memorandum to reflect updated and validated research in preparation for filing (2.50)	4.80
05/05/13 DAB	Correspond with B. Kotliar, M. Gallagher, and E. Combs regarding status of cite checking of Debtors' objection to SUN Trustee's standing motion handled by Curtis on its role as conflicts counsel (.30)	0.30
05/06/13 SJR	Attend review of documentation related to objection and reply to SUN Trustee's STN Standing Motion and matters regarding same handled by Curtis as conflicts counsel (1.10); follow-up re: same with T. Foudy and M. Gallagher in advance of hearing re: same (.60)	1.70
05/06/13 TF1	Finalize response to SUNs STN motion for filing (.90); call with K. Sade of Morrison & Foerster on comments to subordination reply brief (.40); review/revise reply brief for comments (1.30); review comments to hearing script by J. Levitt of Morrison & Foerster (.30); review and provide comments to Examiner submission on Minnesota statute in response to Committee's Examiner submission paper (.90); prepare for court hearing on STN motions, including review of binder index and relevant materials (.30); review response by directors and officers to SUNS STN Motion (.40); review filed version of Debtors' supplemental statement on Committee STN motion (.20); review Committee reply on STN motion (.40)	5.10
05/06/13 MG8	Brief review of numerous filings with respect to evidence in upcoming RMBS Trust settlement in connection with Curtis' role as Debtors' conflicts counsel (.40); review additional filings of Debtors in further support of Debtors' request for extension of exclusivity including JSNs declaration in opposition of extension of exclusivity (.90); review and revise to near final version of Debtors' limited objection to Wilmington Trust motion to assert Estate claims handled by Curtis as conflict counsel, and numerous related follow-up conversations with B. Kotliar and D. Bloom regarding the same (.50); review, revise and sign off on letter to chambers transmitting same (.20); review and comment on short submission to Examiner in response to Committee submission regarding applicability of certain provisions of Minnesota law and coordinate transmission of comments to J. Levitt of Morrison and Foerster (.60); review Committee's omnibus reply	4.20

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regarding its motion seeking standing to prosecute certain claims against AFI, as it relates to Wilmington Trust motion handled by Curtis (.80); review directors' and officers' limited objection to same (.80)

05/06/13 EC Research cases in reply memorandum in support of Debtors' motion for summary judgment in subordination dispute for validation of authority relied upon (3.80); review and revise reply memorandum to reflect validated research in preparation for filing (2.60); review and revise issues to prepare memorandum for filing (1.50) 7.90

05/06/13 BMK Correspondence with M. Gallagher and D. Bloom inclusion of WaMu motion to alter or amend as exhibit to reply brief in further support of summary judgment seeking subordination of Investors' residential mortgage backed securities fraud claims in which conflict parties including AIG, Allstate and Prudential are defendants (.30) prepare same for inclusion as exhibit to reply brief (.20); finalize objection to SUN Trustee's standing motion to prosecute and settle estate claims by reviewing authorities relied upon, case citations, and factual assertions for accuracy in connection with Curtis' role as conflicts counsel (.70); supervise filing re: same by F. Guenther (.30); coordinate service, email courtesy copies, and chambers copies re: same (.50); draft summary of Committee Standing Motion, Debtors' Exclusivity Motion, and SUN Trustee Standing Motion in connection with May 7 hearing (4.80); draft case citations and parenthetical descriptions for script for SUN Trustee Standing Motion hearing re: whether claims are estate claims or third party claims under relevant state and bankruptcy law (.80); correspond with D. Bloom re: same (.20); review Committee claims spreadsheet for claim amounts asserted by each Committee member and in the aggregate against various Debtor entities (.50); coordinate production of materials re: same (.30) 8.60

05/06/13 DAB Review Debtors' omnibus reply to responses to exclusivity motion in connection with drafting of transcript for May 7, 2013 hearing (.40); review and edit Debtors' objection to SUN Trustee motion handled by Curtis as conflicts counsel (1.20); numerous correspondence throughout the day with T. Foudy, M. Gallagher, B. Kotliar and E. Combs regarding pre- and post-filing tasks in connection with same (1.30); email C. Cu at KCC regarding service of same (.10); review master proof of claim spreadsheet from KCC in connection with analysis of claims at HoldCo level for use of same at May 7 and May 14 hearings regarding Motions for Standing (.30); review and analyze Committee's omnibus reply in support of Committee standing and circulate same to S. Reisman, T. Foudy 7.30

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and M. Gallagher (.50); review and circulate Independent D&O's objection filed in response to the SUN Trustee standing motion (.20); review and circulate Debtors' Supplemental Statement filed in response to the SUN Trustee's statement regarding Committee standing (.20); extensive further drafting of hearing outline/script for T. Foudy's use at both Committee standing hearing and SUN Trustee standing hearing, setting forth detailed arguments consistent with Debtors' draft objection to the SUN Trustee's standing motion and incorporating statements made by various parties in support of exclusivity (2.70); review B. Kotliar's summary chart of matters to be heard on May 7 and May 14 in connection with same (.40)

05/06/13 PJB2	Review Committee's omnibus reply to standing motion for impact on arguments on objection to SUN Trustee standing motion handled by Curtis as conflicts counsel (.60); review Debtors' motions and pleadings requesting extension of exclusivity periods for conflicts' purposes in connection with same (1.30); review pleadings by the Committee, creditor ad hoc groups and individual creditors filed in response or objection to the Debtors' motion for extension of the exclusivity periods for conflicts' purposes and preparation of upcoming hearing on same (1.70); draft summary of all pleadings related to extension of exclusivity motion for conflicts' purposes and preparation of upcoming hearing on same (.70); review Debtors' supplemental response to pleadings of SUN Trustee and ad hoc JSN committee to standing motion of Committee to pursue estate claims for conflicts' purposes and Debtors' objection to SUN Trustee's standing motion (.60); review response of the SUN Trustee to the objection filed by the Debtors' former and current directors and officers to SUN Trustee's standing motion and incorporate same in preparation for ongoing work related to handling of objection to SUN Trustee's standing motion (.90)	6.40
05/06/13 FRG	Prepare chambers copies cover letter and assemble with documents for hand delivery to Court ahead of hearing, per B. Kotliar (1.60); complete assembly of documents re: Standing and Exclusivity motions (1.40)	3.00
05/07/13 TF1	Review/implement Morrison & Foerster comments to subordination reply brief in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants and perform final edits/reviews of same in preparation for filing (1.90); prepare for hearing on Committee's standing motion and possible argument of SUN Trustee STN motion (.50); attend court hearing on SUN Trustee STN motion and exclusivity (2.00); review objection by Trustees to STN Standing Motion (.30); begin review of California decision on AIG standing to	5.20

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assert securities claims as it is relevant to subordination  
adversary proceeding (.50)

05/07/13 MG8	Review updated lists of current directors and officers of Debtors provided by J. Shank in connection with responding to Wilmington Trust motion for standing handled by Curtis as conflicts counsel (.40); prepare for and attend hearing on Committee's motion for standing to prosecute Estate's claims against AFI and Debtors' motion seeking to extend exclusivity to June 6, as those motions relate to issues raised by SUN's motion seeking standing, Debtors' complaint on JSNs' liens and Debtors' motion for summary judgment seeking subordination of Investors' securities fraud claims pursuant to section 510 of the Bankruptcy Code (2.00); attend to final review and comment on Debtors' reply in connection with its motion for summary judgment in connection with adversary proceeding seeking subordination of Investors' securities fraud claims in which conflict parties including AIG, Allstate and Prudential are defendants, and numerous related follow-up communications with D. Bloom, E. Combs and B. Kotliar (1.30); supervise and follow-up with B. Kotliar, D. Bloom and KCC in connection with filing and service of same (.60); review briefly the replies to Investors' summary judgment motion filed by various defendants in connection with same (.60)	4.90
05/07/13 EC	Review and prepare comments to draft reply memorandum to update and validate research in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (1.40); review update and in all respects finalize reply memorandum re: same for filing (2.40); prepare exhibits to reply memorandum re: same for filing (.60); review Investor reply memorandum and cases cited therein relating to section 510(a) on the bankruptcy code re: same (1.30)	5.70
05/07/13 BMK	Email correspondence with D. Bloom and M. Gallagher re: coordinate filing procedures re: Subordination Reply Brief in connectin with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.20); review, edit, and finalize same with D. Bloom and E. Combs (.50); review case procedures and case argument order re: attaching exhibits and correspond with T. Foudy and E. Combs re: same (.30); correspond with F. Guenthner re: filing Subordination Reply Brief re: same (.30); supervise filing of same (.30); email correspondence with parties involved re: courtesy copies of same (.20); review Investors' Subordination Reply Brief re: same (.50); review reply briefs filed by NCUAB, CPIM, Union Central, and the Lead Plaintiff re: same (.30); circulate same to T. Foudy, M. Gallagher, D. Bloom, and E. Combs providing short descriptions of	8.30

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relevant substance (.30); draft and circulate summary to T Foudy and M. Gallagher re: California district court litigation and recent order re: AIG's standing to bring fraud claims in connection with RMBS (.50); review and revise chart summarizing Committee Standing Motion, SUN Trustee Standing Motion, and Debtors' Exclusivity Motion, and all related pleadings and circulate same to S. Reisman, T. Foudy, M. Gallagher, and D. Bloom in advance of hearings re: same (.50); prepare for hearing by reviewing committee member claims and Standing Motion pleadings (.50); attend hearing re: same (2.50); email correspondence with S. Reisman, T. Foudy, M. Gallagher, and D. Bloom re: order extending exclusivity and result of morning's hearing re: Committee Standing Motion for impact on issues and arguments in SUN Trustee's motion that Curtis is handling as conflicts counsel (.30); review AFI response to SUN Trustee Standing Motion (.80); discussions with D. Bloom re: status of SUN Trustee Standing Motion in light of morning's hearing and additional necessary steps to prepare for SUN Trustee Standing Motion hearing (.30)

05/07/13 DAB	Correspond with M. Gallagher and B. Kotliar regarding status of reply in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants reply and filing issues pertaining to same (.80); additional review and revision to draft of same in response to comments from M. Gallagher and T. Foudy (1.00); Correspond with M. Gallagher regarding additional edits to draft subordination reply (.40) review same for compliance with case management order (.40); email to KCC regarding service of same (.10); review and analyze objection of the Steering Committee of RMBS Holders to the SUN Trustee's standing motion (.40); review and analyze objection of Ally Financial Inc. to same (.80); research secondary sources in connection with role as conflicts counsel in ResCap case and adversary proceedings for T. Foudy and circulate findings (.80); call with C. Cu at KCC to confirm service per prior instructions (.20); communication with M. Gallagher to confirm same (.20)	4.90
05/07/13 PJB2	Correspond with B. Kotliar and D. Bloom re: outcome of hearing on committee standing motion for impact on objection to Wilmington Trust standing motion handled by Curtis as conflicts counsel (.90); correspond with M. Gallagher to discuss ongoing discussions between Debtors' and certain conflict parties in attempt to reach global settlement and next steps re: same (.50); review objections of Steering Committee and AFI Financial to SUN Trustee's motion for standing to pursue estate claims for conflicts purposes and in preparation for Debtors' objection to same and upcoming hearing (1.90)	3.30

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05/07/13	FRG	Prepare Chambers copies and cover letter for delivery to court with reply Memorandum of Law documents in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.30); assemble package of letter and Chambers copies and coordinate delivery of package re: same (.20); file same (.50)	1.00
05/08/13	SJR	Review Reply Briefs filed by Investors in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.80); review Committee response to SUN Trustee's Standing Motion for impact arguments raised by Debtors' objection to Wilmington Trust standing motion handled by Curtis as conflicts counsel (.40); review AIG California litigation decision re: impact on subordination adversary proceeding and follow up with T. Foudy re: same (.40); review matters regarding AIG decision and follow up (.40)	1.60
05/08/13	TF1	Review subordination reply briefs filed by Investors in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.90); meet with E. Combs to discuss preparation of materials for hearing on same (.20) review AIG decision on standing and draft email with Morrison & Foerster on same (.90); emails with Morrison & Foerster on legal issue raised by same (.30); attend to staffing of research issue on RMBS and securities fraud raised by AIG decision re: same (.10); attend to preparation for review/digest of Examiner Report (.50); review proposed hearing agenda and emails with Morrison & Foerster on same (.30); review Committee response to SUNs' STN Motion for impact on Debtors' objection to SUN standing motion handled by Curtis as conflicts counsel(.70)	4.00
05/08/13	MG8	Conferences with D. Bloom, P. Buenger and J. Zimmer to arrange for coverage to download and circulate Examiner Report and summaries of relevant aspect of the same in order to fulfill Curtis' role as conflicts counsel (.50); review summary of AIG - Maiden Lane decision in connection with subordination adversary proceeding and several related correspondence with T. Foudy, G. Lee and J. Haims regarding potential relevance to cross motions for summary judgment with respect to subordination of Investors' Claims pursuant to Section 510 of the Bankruptcy Code in which conflict parties including AIG, Allstate and Prudential are defendants (.50)	1.00
05/08/13	GF	Prepare binder at request of B. Kotliar re: Reply Briefs and Joinders filed 5/7/13 in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are	2.20

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defendants for S. Reisman, T. Foudy, M. Gallagher, D. Bloom, E. Combs, R. Dawes and B. Kotliar (2.20)

05/08/13 EC	Confer with T. Foudy re: script, outline, and materials re: oral argument in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.20); review all subordination proceeding pleadings and draft, comprehensive outline of arguments re: same (2.50); review cases cited in briefing memoranda and selecting important cases for review by senior attorneys preparing oral argument re: same (2.10)	4.80
05/08/13 BMK	Coordinate with F. Guenther re: chambers copies re: Debtors' reply brief in further support of summary judgment seeking subordination of Investors' securities claims in which conflict parties including AIG, Allstate and Prudential are defendants (.20); coordinate with G. Faust re: production of all pleadings filed in connection with same for use by attorneys working on matter (.30); coordinate preparation of materials for hearing on motion of SUN Trustee for standing that Curtis is handling as conflicts counsel for May 14 with G. Faust (.50); review objection to same filed by Committee (.30)	1.30
05/08/13 DAB	Correspond with B. Kotliar regarding preparations for SUN Trustee hearing handled by Curtis as conflicts counsel (.20); review as-filed stipulation extending Quinn parties' time to answer subordination complaint in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.10); email to B. Kotliar regarding key party list in connection with subordination adversary proceeding and review of same (.20); review of draft hearing agenda and attention to strategy with respect to ordering of items contained in same in connection with subordination pre-trial conference, exclusivity and standing motions (.80); communication with M. Gallagher, P. Buenger and B. Kotliar regarding anticipated Examiner report and impact of same on subordination and standing issues (1.10); review Dewey creditors' committee standing pleadings and Judge Glenn's decision authorizing standing in connection with Committee's and SUN Trustee's standing requests and analyze same in light of same (1.90); confer with B. Patane regarding distribution of forthcoming Examiner report to S. Reisman, T. Foudy and M. Gallagher (.50); review and analyze Committee's objection to the SUN Trustee's standing motion in connection with upcoming SUN Trustee standing hearing (.70); additional communication with P. Buenger and D. Ching regarding precedent summary memoranda in connection with anticipated Examiner report (.40)	5.90
05/08/13 PJB2	Correspondence with T. Foudy and M. Gallagher re:	3.10

reviewing and summarizing upcoming Examiner's report and dividing work among available associates prior to upcoming hearing related to issues to be addressed in Examiner's report (.40); review objection of the Committee to the SUN Trustee's motion to bring estate claims on behalf of the Debtors' estates and follow-up with D. Bloom re: same (1.20); review transcript from May 7, 2013 hearing regarding committee standing motion and relevant portions, including comments by Judge Glenn, re: standing motion of the SUN Trustee handled by Curtis as conflicts counsel and incorporating same into preparation of Debtors' objection to same (1.50)

05/08/13 FRG	Draft cover letter for chambers copies of Reply Memorandum of Law in Further Support of Motion for Summary Judgment in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.70); assemble chambers copies documents re: same and coordinate delivery to court (.30)	1.00
05/08/13 JZ	Correspond with M. Gallagher and P. Buenger regarding strategy related to review of upcoming Examiner's report and need for assistance in preparing summary of same (.20)	0.20
05/09/13 TF1	Meetings with G. Spencer to discuss election of remedies research regarding RMBS and securities fraud claims in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.50); call with K. Sadeghi and J Rothberg to discuss preparation for pre-trial conference before Judge Glenn on subordination adversary re: same (.50); attend to preparation for hearing on subordination re same (.20)	1.20
05/09/13 MG8	Organize files with respect to Wilmington Trust motion for standing if later heard in the event re-calendared (.50); confer with D. Bloom regarding preparation for hearing on subordination adversary proceeding in which AIG, Allstate and Prudential are defendants (.20)	0.70
05/09/13 EC	Review all motion papers, with referenced case law, on summary judgment for subordination in order to continue to prepare oral argument outline (3.60); prepare outline of arguments relating to section 510(a) subordination for oral argument on summary judgment motion (2.40); review referenced case law on Section 510(a) issue and draft synopsis and analysis of important cases for outline re: same (1.30); review cases and prepare analysis for applicability of good faith and fair dealing argument to Section 510(a), including analysis of important case law re same (1.80)	9.10
05/09/13 DAB	Correspond with P. Buenger to discuss review of May 7, 2013 hearing transcript in connection with	9.10



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Committee standing motion and attention to relevant portions of same with respect to SUN Trustee standing motion handled by Curtis as conflicts counsel and incorporating transcript into preparation of Debtors' objection to same (.30); review Morrison & Foerster email regarding issues pertaining to standing and inter-debtor claims and required analysis in connection with same (.30); extensive analysis of May 7, 2013 hearing transcript regarding Committee standing motion and draft detailed summary of same with focus on issues raised by the Court with respect to standing to pursue and settle third party claims for impact on Wilmington Trust motion (3.00); conduct additional research and analysis of issues related to prosecution of HoldCo v. OpCo claims in connection with preparation for SUN Trustee standing hearing (2.30); further research regarding limited grant of settlement authority to creditors in context of standing to litigate estate claims in connection with Committee and SUN Trustee standing requests and in light of Court's comments regarding same at recent hearing regarding Committee standing (1.80); further review of hearing transcript in light of standing research in connection with Committee and SUN Trustee requests for standing (.80); correspondences with E. Combs regarding drafting of script in connection with summary judgment on subordination issues in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants and follow up with M. Gallagher regarding same (.60)

05/09/13	PJB2	Meet with D. Bloom to discuss review of transcript from May 7, 2013 hearing regarding motion of official committee of unsecured creditors' to bring estate claims on behalf of Debtors' estates and relevant portions re: standing motion of the SUN Trustee and incorporating transcript into preparation of Debtors' objection to same (.30); review same (.80)	1.10
05/09/13	GES	Conference with T. Foudy regarding put-back and investor claims in connection with subordination adversary proceeding (.50); conduct legal research regarding ability to dismiss Investor fraud claims as duplicative of contract claims in connection with the same (7.00)	7.50
05/09/13	JDM	Draft memo regarding recent decision regarding AIG's standing to bring securities claims (2.20)	2.20
05/09/13	SH	Prepare sets of all cases cited subordination adversary proceeding against RMBS Investors in which conflict parties including AIG, Allstate and Prudential are defendants (1.70)	1.70
05/10/13	TF1	Confer with G. Spencer on issues regarding RMBS and	1.10

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securities claims recovery offsets in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (1.10)

05/10/13 MG8 Correspond with D. Bloom regarding "double recovery" argument in connection with subordination adversary proceeding in which Allstate, AIG and Prudential are defendants (.10) 0.10

05/10/13 EC Prepare outline and script of argument relating to section 510(b) "of the debtor" arguments for oral argument of motion for subordination in connection with adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (1.90); review and provide synopsis and analysis of important cases relating to issuance of securities for outline of oral argument re: same (2.90); review and prepare comment and synopsis on cases relating to 510(b) affiliate argument and business trust status for oral argument outline re: same (2.10); review briefing and cases relating to no fault equitable subordination and prepare outline of argument for oral argument as well as synopsis and analysis of case law for important cases re: same (1.20) 8.10

05/10/13 DAB Draft detailed Q&A argument for T. Foudy regarding various standing issues in light of concerns/issues raised by the Court at May 7, 2013 hearing with respect to standing to pursue and settle third party claims in connection with Wilmington Trust Standing Motion that Curtis is handling as conflicts counsel (2.00); review and analyze California decision regarding "double recovery" by securities claimants on contract and tort claims in connection with use of same in oral argument in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.90); correspond with M. Gallagher regarding significance of same in connection with subordination dispute (.20); numerous correspondences with G. Spencer to discuss various aspects of securities claimants' claims in connection with analysis of "double recovery" issue in connection with same (.40); review of various underlying Maiden Lane (California litigation) pleadings to obtain context regarding nature of dispute in connection with same (1.70) 5.20

05/10/13 PJB2 Multiple correspondence and follow-up with D. Bloom, M. Gallagher and administrative staff re: preparing for release of Examiner's report and delay of same as filed by the Examiner as Curtis is handling matters as conflicts counsel potentially impacted by Report (.30) 0.30

05/10/13 GES Continue legal research regarding ability to dismiss investor fraud claims as duplicative of contract claims 5.20

in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (3.60); conferences with T. Foudy regarding same (1.10); review security offering documents for information relating to same (.50)

05/11/13 GES	Draft memorandum regarding ability to dismiss investor fraud claims as duplicative of contract claims in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (3.50); continue legal research for information relating to same (1.50)	5.00
05/12/13 EC	Update, proofread and prepare additional citations and relevant legal arguments for outline and script of argument on summary judgment motions in which conflict parties including AIG, Allstate and Prudential are defendants in preparation for hearing (2.80)	2.80
05/12/13 BMK	Email correspondence with G. Spencer re: prior research and case history re: objecting to and subordinating Investors' claims as duplicative of the RW claims in order to prepare for hearing on Summary Judgment Motions seeking subordination of the Investor Claims in which conflict parties including AIG, Allstate and Prudential are defendants (.40)	0.40
05/12/13 DAB	Provide review, notes and comments to E. Combs' draft script and outline in connection with subordination summary judgment hearing in which conflict parties including AIG, Allstate and Prudential are defendants (1.60)	1.60
05/13/13 TF1	Prepare for status conference on subordination proceeding and oral argument in which conflict parties including AIG, Allstate and Prudential are defendants, by reviewing and providing instructions on hearing script, revising hearing script, timeline of procedural events, and outline (2.70); begin review of key cases in subordination dispute in preparation for court hearing on same (.60)	3.30
05/13/13 MG8	Numerous conferences with D. Bloom and B. Kotliar with respect to consolidation of Investors' Rule 3013 motion and Debtors' adversary proceeding seeking subordination of Investors' securities' claims in which conflict parties including AIG, Allstate and Prudential are defendants in connection with preparations for status conference on May 14 and oral arguments on summary judgment motions schedule for May 23 (.50); obtain from Morrison & Foerster and review transcripts from court conferences regarding the same in order to determine whether adversary proceeding had been consolidated with Investors' Rule 3013 Motion (.70); attend to correspondence with P. Buenger regarding logistics for and preparation of summaries of relevant portions of Examiner's report when released (.20)	1.40

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05/13/13 BMK	Review adversary and main case docket to verify status of consolidation of contested matter and complaint in the proceedings seeking subordination of the Investors claims in which conflict parties including AIG, Allstate and Prudential are defendants (.60); correspond with M. Gallagher re: same (.20); review relevant filings re: same with D. Bloom to prepare for pre-trial conference on subordination of Investors' securities claims by outlining pleadings, filings, and case occurrences re: same (1.10); review and revise outline incorporating descriptions of Investor parties and associated pleadings re: same (.30); coordinate production of materials for pretrial conference and circulate to T. Foudy and M. Gallagher (.50); conference with D. Bloom re: open procedural issues re: consolidation, answer dates, adjournments, and hearings re: subordination pretrial conference (.60)	3.30
05/13/13 RMS	Compile pleadings in preparation for tomorrow's hearing, per the request of B. Kotliar (1.00)	1.00
05/13/13 DAB	Analysis of procedural issues in connection with subordination pre-trial conference, including review of various adversary proceeding filings and internal and defendant correspondence to analyze status of consolidation of Rule 3013 Motion and subordination adversary proceeding (.80); re: same hearing transcripts to determine status of consolidation of Rule 3013 Motion and subordination adversary proceeding (.50); confer with M. Gallagher regarding need to address consolidation at hearing in light of silence on issue in filings (.50); conduct comprehensive review of all pleadings related to adversary proceeding and Rule 3013 Motion in order to prepare T. Foudy for subordination pre-trial conference (1.10); draft detailed timeline of same in connection with same (1.30); revisions to same in response to T. Foudy comments (.40); extensive further review and comment to E. Combs' draft script in connection with subordination summary judgment hearing (2.70); review of Zuckerman-related email correspondence to determine status of NCUAB's answer date and correspond with T. Foudy and B. Kotliar regarding same (.80)	7.90
05/13/13 PJB2	Begin preparing template for providing summary of Examiner's report in connection with various matters being handled by Curtis as conflicts counsel to the Debtors potentially implicated by Examiner report (.60); multiple correspondence with D. Bloom, B. Kotliar and M. Gallagher and Morrison & Foerster delay of Examiner's report, gaining access to same and potential release dates (.40); review order filing Examiner's report under seal (.10)	1.10
05/13/13 GES	Review and revise memorandum regarding ability to	3.00

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dismiss Investor fraud claims as duplicative of contract claims in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (2.50); conduct legal research re: same (.50)

05/14/13 SJR Attention to matters regarding preparation for hearing on subordination dispute and status conference in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (1.70); attend hearing re: same (1.60) 3.30

05/14/13 TF1 Review key cases and script in preparation for status conference and hearing on subordination dispute in which conflict parties including AIG, Allstate and Prudential are defendants (1.70); attend court status conference on subordination adversary proceeding (1.60); emails on plan term sheet, PSA, and treatment of securities claims in connection with same(.40); respond to inquiry from MoFo regarding nature of NCUAB claims and treatment on same (.60) 4.30

05/14/13 MG8 Correspondences with A. Barrage, J. Levitt and T. Foudy regarding the announcement of the plan termsheet and its related impact on matters handled by Curtis, including the subordination action and the SUNs motion for standing, and related follow-up with P. Buenger, D. Bloom and B. Kotliar (.50); prepare for status conference on adversary proceeding seeking subordination of securities claims asserted by Investors (.80); attend status conference re: same (1.60) 2.90

05/14/13 EC Conferences with D. Bloom to revise outline of oral argument for sections 510 of the Bankruptcy Code in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (1.30); revise, improve and continue drafting outline and script for hearing on motions for summary judgment re: same (3.60) 4.90

05/14/13 BMK Review and revise timeline of relevant events in subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants to prepare for pretrial conference and circulate updated materials to T. Foudy and M. Gallagher (.20); email correspondence with T. Foudy, M. Gallagher, and D. Bloom re: proofs of claim filed by NCUAB on behalf of certain securities investors of the Debtors' RMBS in connection with same (.10); review NCUAB filed proofs of claim and prepetition district court complaints for claims asserted by NCUAB parties against the Debtors and AFI re: same (1.10); follow-up email correspondence with T. Foudy detailing finds of same (.50) 1.90

05/14/13 DAB Additional review and editing of draft script and outline 4.20

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in connection with subordination summary judgment hearing in which conflict parties including AIG, Allstate and Prudential are defendants (2.10); several conferences with E. Combs regarding revisions to draft script in connection with subordination summary judgment hearing (1.30); review statement of facts contained in prior Residential Capital pleadings and internal memoranda re: same (.60); review B. Kotliar NCUAB claims analysis (.20)

05/15/13 TF1	Review Plan Term Sheet and PSA for impact on matters handled by Curtis as conflicts counsel such as subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (1.00)	1.00
05/15/13 BMK	Review due diligence report re: defendants in NCUAB's prepetition lawsuits for relationship to Debtors and AFI to respond to Morrison & Foerster inquiry re: claims asserted by NCUAB against same in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.30); email final status of claims and due diligence to T. Foudy and M. Gallagher for review (.10)	0.40
05/15/13 PJB2	Review supplemental order sealing Examiner report in connection with preparing for various matters handled by Curtis as conflicts counsel, including objection to SUN Trustee standing motion and subordination claims and relevant follow-up (.50)	0.50
05/16/13 TF1	Review, comment on, and exchange emails with M. Gallagher and B. Kotliar regarding draft disclosure statement summary on SUN Trustee STN motion a matter handled by Curtis as conflicts counsel (.30)	0.30
05/16/13 BMK	Review T. Foudy edits to draft description of SUN Trustee motion for standing to prosecute and settle estate claims on behalf of the Residential Capital, LLC estate for the disclosure statement and email correspondence with T. Foudy and M. Gallagher re: same (.10)	0.10
05/20/13 MG8	Attend to correspondence from D. Bloom regarding treatment of NCUAB and other defendants of subordination adversary proceeding under supplemental plan term sheet (.20)	0.20
05/20/13 BMK	Review draft supplemental term sheet to plan support agreement for impact on private securities claims held by RMBS Investor-defendants in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (1.10); review NCUAB's proofs of claim for securities claims relevant to plan settlement and supplemental term sheet re: same (.70)	1.80

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05/20/13	DAB	Analyze and summarize key provisions in preliminary draft Supplemental Plan Term Sheet for T. Foudy, and follow up regarding same in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (2.60); analyze treatment of securities claimants in same and draft correspondence with T. Foudy regarding Annex 2 prepared by counsel for the RMBS Investors in advance of requesting draft of same (.50); analyze and draft emails summarizing same to T. Foudy and M. Gallagher regarding treatment of NCUAB under same and distinction between various private securities claims trusts contemplated by PSA (.60)	3.70
05/21/13	MG8	Telephone conference w/ H. Denman of White & Case regarding scheduling of hearing on cross motions for summary judgment on issue of subordination of Investors' securities claims pursuant to section 510(b) in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants and related follow-up with T. Foudy (.30); telephone conference w/ K. Sadeghi of Morrison & Foerster regarding notice of adjournment re: same (.10); correspond with B. Kotliar regarding notice of adjournment of oral arguments in connection with subordination adversary proceeding in which AIG, Allstate and Prudential are defendants (.10)	0.50
05/21/13	BMK	Draft notice of adjournment of hearing and oral argument in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.50); correspond with M. Gallagher re: same (.10)	0.60
05/21/13	DAB	Review notice of adjournment of oral arguments in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants, and provide comments to B. Kotliar regarding same (.20)	0.20
05/22/13	TF1	Confer with D. Bloom on review and analysis of new supplemental term sheet and annexes (.30); review summary and analysis of same prepared by D. Bloom with special focus on securities fraud claimants in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.40); review and edit draft notice of adjournment re: same (.30); review emails concerning other parties' consent to adjournment of same (.10); draft emails to Quinn Emanuel counsel to RMBS Investor and Morrison & Foerster regarding proposed treatment of securities fraud claimants and effect on subordination adversary (.20)	1.30
05/22/13	MG8	Attend to review, revision and supervision of notice of adjournment of oral argument on cross motions for	0.90

summary judgment on subordination of Investors' claims pursuant to section 510 of the Bankruptcy code (.60); telephone conference with S. Shelley, counsel for RMBS Investors regarding notice of adjournment (.10); telephone conference with A. Behlman regarding notice of adjournment re: same (.10); telephone conference with N. Cohen, counsel to NCUAB regarding notice of adjournment re: same (.10)

05/22/13 MG8	Attend to correspondence from D. Bloom regarding supplemental plan term sheet and proposed treatment of defendants to subordination adversary proceeding (.10)	0.10
05/22/13 BMK	Review and revise notice of adjournment of hearing and oral argument on Debtors' adversary proceeding seeking subordination of RMBS Investors' fraud claims per edits of T. Foudy and M. Gallagher (.20); supervise filing of same (.50); correspondences with C. Cu at KCC re: service of same (.30)	1.00
05/22/13 DAB	Per T. Foudy request, analyze and summarize treatment of matters being handled by Curtis as conflicts counsel such as JSNs, SUNs, and securities claimants in revised and updated 5/22 draft Supplemental Plan Term Sheet and accompanying documentation (2.50); confer with T. Foudy regarding obtaining Annex IV (formerly Annex 2) prepared by Quinn, counsel to RMBS Investors in connection with analysis of treatment of securities claims (.30); analyze draft term sheet governing treatment of various tiers of private securities claimants and summarize same for T. Foudy (1.30); detailed comparison of parties listed in Exhibit A to same against list of defendants and joinder parties involved in subordination adversary proceeding, including NCUAB (.50); draft summary of analysis with respect to same for T. Foudy and M. Gallagher regarding same (.30); correspond with B Kotliar regarding NCUAB claims analysis in connection with treatment under draft supplemental plan term sheet and review of B. Kotliar analysis of same (.30); further email correspondence with T. Foudy regarding treatment of NCUAB vis-à-vis other securities claim holders and draft email memorandum summarizing likely treatment of NCUAB as general unsecured claim holders (.80); review spreadsheet of Investors represented by Lowenstein against Quinn's supplemental securities claimant term sheet(1.20)	7.10
05/22/13 BP	Assist B. Kotliar with filing the Notice of Adjournment of Hearing and Oral Arguments on Cross-Motions for Summary Judgment in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (.50)	0.50
05/23/13 SJR	Review Debtors' PSA Motion and accompanying	4.50



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documentation in connection with Plan Support Agreement for impact on matters being addressed by Curtis as Conflicts Counsel including matters adjourned or potentially resolved handled by Curtis as conflicts counsel (3.20); review and analyze PSA in connection with settled matters where Curtis is Conflicts Counsel to Debtors (1.30)

05/23/13 TF1	Conference call with A. Barrage to discuss status of matters, settlement and potential open matters in connection with PSA motion (.40); begin review of motion to approve plan support agreements and related materials circulated by D. Bloom re: same (.30)	0.70
05/23/13 MG8	Review analysis prepared by D. Bloom of PSA motion and related documents, as numerous creditors whose claims are addressed by the PSA are conflicts parties, including certain of JSNs and defendants to subordination adversary proceeding (.20)	0.20
05/23/13 BMK	Coordinate production of Debtors' motion to approve plan support agreement and circulate to S. Reisman, T. Foudy, M. Gallagher, and D. Bloom and adjust internal case management calendar re: same (.30); review PSA and correspond with D. Bloom to circulate summary of key portions relevant to current litigation where Curtis is acting as conflicts counsel (.50)	0.80
05/23/13 DAB	Review and analyze Debtors' PSA motion and accompanying documents, including draft plan support agreement and accompanying term sheets, with particular attention to updated treatment of securities claimants, SUNs, RMBS Trusts, JSNs, and other parties in interest, and detailed comparison of shift in treatment from earlier drafts to filed version (2.80); draft comprehensive memorandum and analysis of PSA motion and supporting documents re: same, including plan support agreement and term sheets, for distribution to S. Reisman, T. Foudy, and M. Gallagher in connection with role as conflicts counsel (2.30); revisions to same per B. Kotliar comments and circulate same to S. Reisman, T. Foudy, and M. Gallagher (.30)	5.40
05/23/13 FRG	Prepare documents related to Motion to Authorize Plan Support Agreement and assemble into binder, per B. Kotliar (2.00)	2.00
05/24/13 TF1	Review additional information on settlement of securities fraud claims and treatment under PSA (.30); organize materials and files on various conflict matters and now adjourned litigation so that can be re-assessed should need arise (.40)	0.70
05/28/13 TF1	Emails with M. Gallagher and B. Kotliar concerning coverage of status conference for Plan Support Agreement Motion and status of securities fraud claims	0.20

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handled by Curtis as conflicts counsel (.20)

05/28/13	MG8	Correspond with T. Foudy regarding open issue on adversary proceeding seeking subordination of Investors' securities claims handled by Curtis as conflicts counsel related to parties to PSA (.20)	0.20
05/29/13	SJR	Review documentation regarding Plan Support Agreement Motion and accompanying Declarations in term sheet in connection with adjournment and potential of resolution of securities fraud subordination litigation where Curtis is acting as Conflicts Counsel (2.30)	2.30
05/29/13	TF1	Review Plan Support Agreement Motion and accompanying supporting papers (Kruger declaration, Plan Support Agreement, Term Sheet) with special attention to analyzing issues surrounding resolution of securities fraud subordination (1.20); discuss same and status conference on motion to approve Plan Support Agreement with M. Gallagher and review email correspondence re: same (.40)	1.60
05/29/13	MG8	Meet with T. Foudy to discuss open issue with respect to adversary proceeding seeking subordination pursuant to section 510, as well as open issues relating to adversary proceedings filed in connection with claims and security interests of Junior Secured Noteholders, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties addressed at status conference on PSA and next steps (.40); confer with J. Marines of Morrison & Foerster regarding status of NCUAB under the Plan Support Agreement and impact on subordination adversary proceeding, and follow-up with T. Foudy regarding same (.30)	0.70
05/29/13	DAB	Attend court hearing (telephonically) regarding status of settlement negotiations under Debtors' PSA motion and other relevant issues in connection with role as conflicts counsel (1.50); review B. Kotliar summary regarding same (.20)	1.70
TOTAL HOURS			359.00

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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	20.10	830	16,683.00
Theresa A. Foudy	Partner	47.50	730	34,675.00
Maryann Gallagher	Counsel	25.70	625	16,062.50
George E. Spencer	Associate	20.70	520	10,764.00
Daniel A. Bloom	Associate	86.60	480	41,568.00
Peter Josef Buenger	Associate	33.70	425	14,322.50
J. Derek Mize	Associate	2.20	425	935.00
James Zimmer	Associate	0.20	345	69.00
Edward Combs	Associate	62.20	305	18,971.00
Bryan M. Kotliar	Associate	42.90	305	13,084.50
John Thomas Weber	Associate	0.30	305	91.50
Georgia Faust	Legal Assistant	3.20	235	752.00
Rebecca M. Srulowitz	Legal Assistant	1.00	235	235.00
Brittany Patane	Legal Assistant	0.50	235	117.50
Franklin R. Guenther	Legal Assistant	10.50	235	2,467.50
Simon Hall	Legal Assistant	1.70	210	357.00
		<b>359.00</b>		<b>\$171,155.00</b>

**TOTAL SERVICES**

**\$171,155.00**

**Summary of Expenses**

Courier Expense	43.45
External Photocopy Services	322.40
Pacer - ECF	20.70

**TOTAL EXPENSES**

**\$386.55**

**TOTAL THIS INVOICE**

**\$171,541.55**

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

September 06, 2013

Inv. # 1575933  
 Our Ref. 062108-000410  
 SJR

Attention: Residential Capital, LLC

**Re: Adversary Proceedings and Contested Matters**

05/01/13 SJR	Review and provide edits and comments to draft complaint against JSNs in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties, including renew of prior drafts, edits and comments previously circulated by Curtis to Morrison & Foerster (3.40)	3.40
05/01/13 TPS	Review and revise report to clients on call to counsel to Cerberus regarding CMH Holdings (.30); review Creditor's Committee standing motion for claims related to Cerberus and follow up with M. Gallagher regarding same (.40)	0.70
05/01/13 MG8	Review briefly the draft complaint against the Junior Secured Noteholders seeking declaratory judgment with respect to certain alleged collateral, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.60); revise and send correspondence to L. Delehey and D. Marquardt regarding Cerberus position on CMH Holdings' situation (.20); attend to correspondence with T. Smith and J. Zimmer regarding research in connection with CMH Holding's indemnification provisions (.30); meet with J. Zimmer to discuss potential causes of action against Cerberus in connection with CMH situation and issues related to provisions of LLC agreement (.30)	1.40
05/01/13 BMK	Draft description of JSNs' complaint and potential unsecured deficiency claim of JSNs' to exceed claim of SUN Trustee in connection with same and review comments of M. Gallagher to same (.40); review D. Bloom email on same (.10)	0.50
05/01/13 DAB	Email to B. Kotliar regarding Morrison & Foerster revised draft JSN lien complaint, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.10); review and comment on same in connection with Morrison & Foerster request for comments in advance of filing of same with particular focus on legal issues researched by Curtis (1.50)	1.60

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05/01/13 JZ	Confer and correspond with M. Gallagher regarding CMH payment dispute and drafting of correspondence to ResCap regarding possible resolution of same and research regarding same including fiduciary duties owed in LLC context, ability to assert claim in bankruptcy, and possible fraudulence of transfer (.30); follow up correspondence with M. Gallagher and T. Smith regarding issues related to CMH payment dispute and potential research required in connection with same (.30); perform research regarding ability to assert claim in bankruptcy case despite not having filed proof of claim, all in connection with CMH payment dispute and possible need to bring action in connection with same, additional research regarding enforceability of indemnification clauses under Delaware law as well as possible fraudulent transfer issues (1.50)	2.10
05/02/13 SJR	Review draft of complaint against JSNs and note comments regarding same in anticipation of filing (2.70)	2.70
05/02/13 TF1	Review and provide comments to draft complaint against JSNs, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.70)	1.70
05/02/13 MJM	Review and edit current draft of Complaint against the JSNs in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (2.10); correspond re: edits to same with T. Foudy (.20); meeting with D. Bloom and B. Kotliar to implement proposed edits to draft Complaint against the JSNs (.50)	2.80
05/02/13 DAB	Review and respond to M. Moscato email regarding draft JSN lien complaint, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.10); further review and comment to same (1.40); incorporate M. Moscato comments to same for circulation to Morrison & Foerster in anticipation of filing (.30); meetings with M. Moscato and B. Kotliar to address certain open issues in same (.50)	2.30
05/02/13 JZ	Research regarding breaches of fiduciary duties under LLC agreements in Delaware and enforceability of indemnification clauses under Delaware law, all in connection with CMH payment dispute (1.90)	1.90
05/03/13 SJR	Review Debtors' Complaint for Declaratory Judgment with respect to Junior Secured Notes seeking relief against JSNs (1.30)	1.30
05/03/13 MJM	Exchange emails and phone calls with B. Kotliar and S. Martin re final draft of Complaint against the JSNs, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties, to prepare same for filing (.90)	0.90

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05/03/13	BMK	Multiple conferences with M. Moscato re: draft complaint seeking declaratory judgment re: extent of JSNs liens for final comments to Morrison & Foerster before filing, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.20); review draft complaint and provide hand markup to Morrison & Foerster to reflect edits/comments before filing (.50); conference and emails with S. Martin of Morrison & Foerster re: same (.20); circulate as-filed version of draft complaint to S. Reisman, T. Foudy, M. Moscato, M. Gallagher, and D. Bloom (.20)	1.10
05/06/13	TF1	Review filed version of complaint against JSNs (.70)	0.70
05/09/13	MG8	Review declaration of M. Puntus in connection with Debtors' motion to pay \$800 million to JSNs, as Curtis is acting as conflicts counsel in connection with adversary proceeding against the JSNs for impact on JSNs secured claim (.30)	0.30
05/12/13	GES	Review and revise memorandum regarding ability to dismiss investor fraud claims as duplicative of contract claims in connection with subordination adversary proceeding in which conflict parties including AIG, Allstate and Prudential are defendants (3.00); continue conducting legal research for information relating to same (2.20)	5.20
05/13/13	DAB	Communication with B. Patane regarding tracking of GM appeal in connection with ongoing JSN lien adversary proceeding, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.10)	0.10
05/13/13	JZ	Confer with M. Gallagher regarding upcoming release of Examiner's report in connection with review of same for CMH payment dispute purposes (.10); review of case docket regarding same (.10)	0.20
05/14/13	BMK	Correspondences with M. Moscato re: service of summons and complaint on Wells Fargo and UMB Bank, defendants in adversary proceeding seeking declaratory judgment regarding liens and collateral held by the Junior Secured Noteholders (.20); review docket for notices of appearances filed by Wells Fargo and UMB Bank (.30); email correspondence with M. Moscato re: same (.20); draft waiver of service of the summons for Wells Fargo (.50); draft same for UMB Bank (.40)	1.60
05/14/13	DAB	Review JSN lien adversary proceeding summons and complaint, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties, and communication with B. Kotliar and M. Moscato regarding same, including review of personal jurisdiction issues re: service (.60)	0.60

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05/15/13 MJM	Multiple phone calls and email exchanges with J. Clyne and B. Kotliar re serving JSN complaint on Wells Fargo and UMB banks in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.80); telephone call with M. Bunin re same (.20)	1.00
05/15/13 JFC	Discussion with M. Moscato regarding need for service of Adversary Proceeding Summons and Complaint upon UMB Bank, N.A. and Wells Fargo Bank, N.A in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest (.10); research time limit for effectuation of service and appropriate manner of service re: same and telephone conference with B. Kotliar re: Bankruptcy Rules re: same (.40)	0.50
05/15/13 GF	Assist B. Kotliar with preparation of materials to be served on Wells Fargo and UMB Bank in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest (1.50)	1.50
05/15/13 BMK	Conference with M. Moscato re: service of summons and complaint on Wells Fargo and UMB Bank as defendants in adversary proceeding seeking declaratory judgment with respect to the liens and collateral held by the Junior Secured Noteholders (.10); correspond with B. Patane re: research of appropriate addresses for service of same (.10); review relevant financing documents such as intercreditor agreement and indenture for parties' addresses for submitting notices and service of process (.50); mutple teleconferences with M. Moscato and J. Clyne re: same and open issues regarding bankruptcy rules governing timing and methods of service (.20); follow-up correspondence with B. Pattane re: same (.10); research and review Bankruptcy Rule 7004, relevant treatises and case law re: serving deposit institutions under Rule 7004(h) (1.20); email M. Moscato and J. Clyne re: research findings re: Rule 7004(h) (.50); email correspondence with M. Bunin at Alston Bird re: potential attorney contact for Wells Fargo as collateral agent re: same (.20); perform additional research re: Rule 7004(h) of the Bankruptcy Code as applied to FDIC-insured institutions (1.50); review application of Bankruptcy Rules to Wells Fargo and UMB Bank as defendants in adversary proceeding and email correspondence with M. Moscato and J. Clyne re: same updating status of research and service plan (.50)	4.80
05/16/13 MJM	Exchange emails and phone calls with B. Kotliar and J. Clyne re service of JSN Complaint on UMB Bank and Wells Fargo in connection with dispute with JSNs over	0.80

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lien value and purported entitlement to post-petition interest (.40); discussion with D. Christensen re: waiver of service of JSN Complaint on Wells Fargo (.10); discussion with E. Schaffer of Reid Smith re same (.20); telephone call with S. Engelhardt re same (.10)

05/16/13 JFC	Draft response to B. Kotliar's memorandum regarding intended manner of service of Adversary Proceeding Summons and Complaint upon UMB Bank and Wells Fargo in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest (.10); follow up correspondence with M. Moscato and B. Kotliar regarding preparation of Affidavit of Service (.10)	0.20
05/16/13 BMK	Multiple correspondences and conferences with M. Moscato and J. Clyne re: service upon defendants Wells Fargo Bank, N.A. and UMB Bank, N.A. in adversary proceeding initiated by the Debtors against the JSNs seeking declaratory relief with respect to their collateral and liens (.50); conference with E. Wilson of Kelley Drye re: service of summons and complaint in same and email correspondence re: same (.20); coordinate with B. Patane re: affidavit of service and appropriate addresses and contacts for service (.50); review Rule 7004 of the Bankruptcy Rules and Rule 4 of the Federal Rules of Civil Procedure re: service of Ad Hoc Group of JSNs re: same (.50); correspondence with M. Moscato re: same and project tasks going forward re: same (.30); review relevant pleadings filed in bankruptcy case and prior adversary proceedings by counsel for Wells Fargo and the JSNs and email summary of application of service rules to case to M Moscato and J. Clyne for review (.30)	0.30
05/16/13 BP	Per B. Kotliar's request, conduct research re: location and contact information of Wells Fargo and UMB Bank officials for service of summons and complaint in connection with dispute with JSNs over lien value and purported entitlement to postpetition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.50)	0.50
05/17/13 SJR	Attend to matters regarding service of JSN Complaint including application of Bankruptcy Rule 7004 to Wells Fargo and UMB Bank (.30)	0.30
05/17/13 MJM	Final preparations for serving UMB Bank and Wells Fargo with JSN Complaint in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest (.50)	0.50
05/17/13 MG8	Correspond with T. Foudy and M. Moscato regarding completion of tasks in connection with adversary proceeding against JSNs, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.50)	0.50



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05/17/13	MG8	Attend to brief review of daily docket activity, including several orders relating to stay relief, an application to employ special insurance counsel, and an option denying motion for finding of contempt in connection with Curtis' role as Debtors' conflicts counsel (.40)	0.60
05/17/13	BMK	Multiple teleconferences with M. Moscato re: service of Wells Fargo and UMB Bank in adversary proceeding seeking determination re: JSN liens and collateral summons and complaint (.20); supervise service of Wells Fargo and UMB Bank re: same (.50); supervise and coordinate filing of affidavit of service re: same and completing service (.50)	1.20
05/17/13	DAB	Review and analyze JSNs' amended Rule 2019 statement and summarize same for S. Reisman, T. Foudy, M. Gallagher and M. Moscato in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.40)	0.40
05/17/13	BP	Per B. Kotliar's request, assemble and prepare filed complaints to Wells Fargo and UMB Bank for service of same in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties(.90)	0.90
05/20/13	DAB	Review and circulate Reed Smith notice of appearance in JSN lien adversary proceeding for M. Moscato review (.20)	0.20
05/29/13	BMK	Prepare for status conference on the Debtors' motion to approve the plan support agreement in connection with Curtis' role as conflicts counsel (.30); attend same telephonically via listen-only line (1.50); draft email summarizing same with specific attention to open issues regarding pending adversary proceeding commenced by the Debtors against the Junior Secured Noteholders, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties(.80); numerous correspondences with D. Bloom re: same and re: additional issues moving forward with pending JSN litigation in light of the PSA motion (.50)	3.10
05/30/13	SJR	Attention to matters regarding JSN lien adversary proceeding, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties, and next steps including coordination with Morrison & Foerster regarding division of labor and allocation of work going forward (1.10); correspondences with T. Foudy and M. Moscato re same and project next steps (.40)	1.50
05/30/13	TF1	Review B. Kotliar summary of status conference on Debtors' PSA motion in connection with Curtis' role as	1.40

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conflicts counsel (.10); meet with M. Moscato to discuss same, including call with S. Englehardt, and follow-up meeting with E. Tobin (.60); coordinate drafting of document requests to JSNs (.70)

05/30/13 MJM	Discussion with T. Foudy (including calls to S. Engelhardt and discussion with E. Tobin) re Document Requests in JSN litigation (.60); review relevant materials, including Examiner submissions, re Documents Requests project (.90)	1.50
05/30/13 BMK	Multiple correspondences with M. Moscato and follow up correspondence re: necessary documents and background information re: status of Debtors's adversary proceeding against JSNs, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties, to begin discovery process (.50); review relevant rules regarding document requests and discovery in Southern District local rules, bankruptcy rules, local bankruptcy rules, case management order, and Judge Glenn's chambers rules (1.10); correspondences with D. Bloom re: discovery issues arising from JSNs complaint and potential document requests (.50); review complaint re: same (.70); research main case docket and all adversary proceeding dockets for document requests and Rule 2004 Motions re: same (1.70)	4.50
05/30/13 DAB	Correspond with T. Foudy, E. Tobin and B. Kotliar regarding JSN lien adversary proceeding, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties, and next steps with respect to same including potential discovery commencement (.30); review relevant background materials provided by Morrison & Foerster in connection with JSN arguments, including JSN internal presentations re: same (.20); review Debtors' and JSNs' Examiner submissions for information relevant to drafting of JSN document requests and circulate same to E. Tobin (.40)	0.90
05/30/13 ET	Review and analyze case documents, including the Debtors' Complaint to determine the extent of liens and for declaratory judgment against the JSNs, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties, including submissions to the Examiner, in preparation for drafting document requests (3.10); confer with B. Kotliar, D. Bloom, and T. Cramton re: case documents and necessary background information for same (.70)	3.80
05/30/13 TC	Compile documents and create binder set in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (3.00)	3.00
05/31/13 SJR	Review of JSN litigation claims including document	1.10

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requests and strategy for dealing with JSNs related to  
alleged over-secured nature of their claims (1.10)

05/31/13 TF1	Review Committee Complaint against JSNs in connection with preparation of document requests to JSNs, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.90); participate in team meeting to discuss document requests to JSNs (1.20)	2.10
05/31/13 MJM	Review complaint against JSNs to determine documents to request from defendants in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.30); meeting with E. Tobin re Document Requests to Defendants re: same (.30); meeting with T. Foudy, E. Tobin, D. Bloom, and D. Kotliar re same (1.10)	2.80
05/31/13 BMK	Email correspondence with T. Foudy, M. Moscato, and M. Gallagher re: parties comprising JSN ad hoc group and relevant 2019 statements in connection with serving document requests on ad hoc group in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.30); correspondences with E. Tobin and D. Bloom re: relevant background to same (.30); email with E. Tobin summarizing relevant procedural rules governing interrogatories in bankruptcy re: same (.30); attend conference with T. Foudy, M. Moscato, E. Tobin, and D. Bloom re: drafting document requests on JSN group relating to same (1.20); follow up conference with E. Tobin and D. Bloom re: outstanding issues and next steps (.30)	1.90
05/31/13 DAB	Review request from T. Foudy regarding identity of JSN ad hoc members and circulate summary of amended 2019 statement in response to same in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.20); correspond with B. Kotliar and E. Tobin regarding documents related to drafting of discovery requests re: same (.20); correspondence with E. Tobin and B. Kotliar regarding relevant facts pertaining to same for purpose of drafting discovery requests with respect to same (.60); review and analyze Debtors' complaint to determine documents the Debtors should request from UMB Bank, Wells Fargo and/or various individual members of the JSN ad hoc group (.80); meeting with T. Foudy, M. Moscato, E. Tobin and B. Kotliar regarding drafting of discovery requests in connection with Debtors' JSN lien adversary proceeding (1.20); follow up conference with E. Tobin	3.50

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and B. Kotliar regarding next steps with respect to same (.30); review local and chambers rules to determine guidelines and limitations with respect to document requests per E. Tobin request re: same (.20)

05/31/13 ET Confer with M. Moscato re: strategic issues in adversary action against Ad Hoc Group of Junior Secured Noteholders, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.30); meet with M. Moscato, T. Foudy, B. Kotliar and D. Bloom re: strategy for taking discovery same (1.20); follow-discussions with B. Koltiar and D. Bloom re: same (.30); review complaint and draft discovery requests to Junior Secured Noteholders re: same (2.80) 4.60

TOTAL HOURS 83.00

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	10.30	830	8,549.00
Turner P. Smith	Partner	0.70	830	581.00
Michael J. Moscato	Partner	10.30	785	8,085.50
Theresa A. Foudy	Partner	5.90	730	4,307.00
Maryann Gallagher	Counsel	2.80	625	1,750.00
Ellen Tobin	Associate	8.40	600	5,040.00
George E. Spencer	Associate	5.20	520	2,704.00
Daniel A. Bloom	Associate	9.60	480	4,608.00
Joseph F. Clyne	Associate	0.70	425	297.50
James Zimmer	Associate	4.20	345	1,449.00
Bryan M. Kotliar	Associate	19.00	305	5,795.00
Georgia Faust	Legal Assistant	1.50	235	352.50
Brittany Patane	Legal Assistant	1.40	235	329.00
Timothy Cramton	Legal Assistant	3.00	210	630.00
		<b>83.00</b>		<b>\$44,477.50</b>

**TOTAL SERVICES \$44,477.50**

**Summary of Expenses**

External Photocopy Services	893.50
Pacer - ECF	20.50

**TOTAL EXPENSES \$914.00**

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**TOTAL THIS INVOICE**

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**\$45,391.50**

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**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW****101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

September 06, 2013

Inv. # 1588070  
 Our Ref. 062108-000500  
 SJR

Attention: Residential Capital, LLC

**Re: Plan and Disclosure Statements**


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05/03/13	SJR	Attend to review of draft Disclosure Statement in connection with ResCap Plan and note comments to same regarding matters being addressed to Curtis as Conflicts Counsel (2.70)	2.70
05/15/13	MG8	Attend to correspondence with S. Martin of Morrison & Foerster regarding drafting summary for inclusion in disclosure statement of SUN Trustee's motion seeking standing to pursue certain causes of action, and related follow-up with T. Foudy and B. Kotliar (.30); review and revise summary for inclusion in Disclosure Statement of SUN Trustee's motion seeking standing to pursue certain of the Debtors' causes of action and related follow-up with B. Kotliar (.30)	0.60
05/15/13	BMK	Email correspondences with M. Gallagher re: drafting summary of SUN Trustee motion for standing to pursue estate claims against AFI for description of motion in plan and disclosure statement (.20); draft summary re: same by reviewing relevant case pleadings (.70)	0.90
05/16/13	MG8	Attend to correspondence with T. Foudy and B. Kotliar regarding description of Wilmington Trust motion for standing to be included in disclosure statement (.10)	0.20
05/19/13	MG8	Brief review of draft termsheet for PSA outlining proposed treatment of various classes of creditors (.30)	0.30
05/22/13	MG8	Review updated termsheets for PSA and their exhibits and check for treatment of Securities Claimants who are parties to adversary proceeding regarding subordination of Investors' claims (.80); review correspondence with D. Bloom and T. Foudy regarding the same (.40); review summary of termsheets prepared by D. Bloom (.20)	1.40
05/23/13	MG8	Review Debtors' motion seeking authority to enter into and perform under a Plan Support Agreement with AFI, the Committee and Certain Consenting Claimants, as well as the Plan Support Agreement and the Kruger Declaration in Support of the Motion (1.20)	1.20

September 06, 2013  
Inv # 1588070  
Our Ref # 062108-000500

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05/29/13	MG8	Review Plan Support Agreement and related documents in preparation for status conference with respect to Plan Support Agreement (.70); attend status conference on Plan Support Agreement entered into by numerous stakeholders, Debtors, Committee and AFI (1.20)	1.90
TOTAL HOURS			9.20

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	2.70	830	2,241.00
Maryann Gallagher	Counsel	5.60	625	3,500.00
Bryan M. Kotliar	Associate	0.90	305	274.50
		<b>9.20</b>		<b>\$6,015.50</b>
<b>TOTAL SERVICES</b>				<b>\$6,015.50</b>
<b>TOTAL THIS INVOICE</b>				<b>\$6,015.50</b>

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW****101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

September 06, 2013

Inv. # 1588069  
 Our Ref. 062108-000700  
 SJR

Attention: Residential Capital, LLC

**Re: Curtis Retention/Billing/Fee Applications**

05/01/13 JZ	Correspond with G. Faust regarding preparation of March and February monthly fee statements, including commenting on charts and cover letter of same to ensure compliance with U.S. Trustee guidelines and professional compensation order (.30)	0.30
05/06/13 JZ	Attend to issues regarding preparation of February and March monthly fee statements to ensure compliance with U.S. Trustee guidelines and professional compensation order (.20)	0.20
05/16/13 PJB2	Correspond with M. Gallagher preparing Curtis' February monthly fee statement as conflicts counsel to the Debtors (.30)	0.30
05/16/13 JZ	Correspond with G. Faust regarding issues related to preparation of February and March monthly fee statements, including providing comments to cover letters for same, all in accordance with United States Trustee guidelines and professional compensation order (.30)	0.30
05/17/13 PJB2	Coordinate with G. Faust on finalizing monthly fee statement for February for Curtis as conflicts counsel to the Debtors and ensuring statement is in compliance with United States Trustee's fees and compensation guidelines (.30); review and revise same for finalization and circulate to S. Reisman for review (.40)	0.70
TOTAL HOURS		1.80

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Peter Josef Buenger	Associate	1.00	425	425.00
James Zimmer	Associate	0.80	345	276.00
		<b>1.80</b>		<b>\$701.00</b>



September 06, 2013

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**TOTAL SERVICES \$701.00**

**Summary of Expenses**

Pacer - ECF

3.80

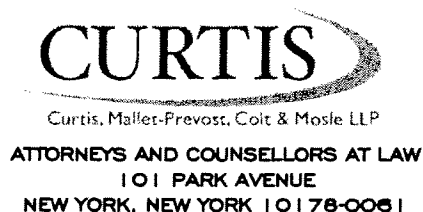
**TOTAL EXPENSES \$3.80**

**TOTAL THIS INVOICE**

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**\$704.80**

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Residential Capital, LLC  
1100 Virginia Drive  
MC: 190\_FTW-M01  
Fort Washington PA 19034

September 24, 2013

Inv. # 1589845  
Our Ref. 062108-000100  
SJR

Attention: Residential Capital, LLC

Re: **Case Administration**

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06/04/13 DAB	Analyze and circulate order extending Judge Peck's term as mediator (.20); review and circulate notice of Court conference re: cash collateral motion (.10)	0.30
06/05/13 MG8	Attend to review of recent docket activity in connection with Curtis' role as Debtors' conflicts counsel (.50)	0.50
06/05/13 DAB	Correspond with G. Faust re: telephonic appearance at Court status conference (.20); correspond with B. Kotliar and M. Gallagher re: cash collateral issues and status conference re: same (.20); circulate notice of adjournment re: same (.10)	0.50
06/06/13 MG8	Attend to review of recent docket activity, including request for further extension of exclusivity and numerous orders and notices of adjournments, in connection with Curtis' role as Debtors' conflicts counsel (.40)	0.40
06/06/13 DAB	Correspond with G. Faust re: various notices of adjournment filed in ResCap cases (.10); review Berkshire Hathaway's objection to Debtors' pay-down motion and circulate to S. Reisman and T. Foudy (.60)	0.70
06/07/13 TF1	Review Berkshire objection to motion to pay-down AFI (.10); review motion to extend exclusivity and accompanying papers (.30)	0.40
06/10/13 TF1	Review D. Bloom pleadings summary of major case and docket items in connection with Curtis' role as conflicts counsel (.10); review Committee statement in support of extension of exclusivity (.10)	0.20
06/10/13 DAB	Analyze and circulate summary of Committee statement in support of extension of exclusivity in connection with Curtis' role as conflicts counsel (.30)	0.30
06/10/13 BP	Update internal case calendar to reflect hearing dates as set by Court (.20); per B. Kotliar's request, prepare and revise ResCap index re: "Matters Handled by Curtis" in connection with Curtis' role as conflicts counsel (1.50)	1.70

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Our Ref # 062108-000100

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06/11/13	DAB	Review agenda for 6/12 hearing and summarize contents of same for T. Foudy, including exclusivity motion, pleadings related to foreclosure review and Debtors' motion to pay-down certain secured creditors (.20); correspond with T. Foudy re: attendance of same telephonically (.10)	0.30
06/11/13	BP	Update internal case calendar to reflect hearing dates and deadlines as set by Court (.20)	0.20
06/12/13	TF1	Listen in to omnibus hearing, including objection to pay-down of AFI in connection with Curtis' role as conflicts counsel (1.50)	1.50
06/12/13	DAB	Review email from Morrison & Foerster re: upcoming key dates and deadlines in chapter 11 cases (.10); correspond with B. Kotliar re: same (.10); attend telephonic omnibus hearing re: same (3.30)	3.50
06/13/13	DAB	Review and analyze U.S. Trustee's response in limited support of Berkshire Hathaway's motion to unseal the Examiner report (1.00); summarize same and circulate to S. Reisman and T. Foudy (.50)	1.50
06/14/13	TF1	Review UST's response to motion to unseal Examiner report (.30)	0.30
06/19/13	DAB	Per T. Foudy's request, thorough review of docket in connection with general case matters, upcoming matters, and other matters handled by Curtis as conflicts counsel (.90)	0.90
06/19/13	BP	Update internal case calendar to reflect hearing dates as set by Court in connection with matters handled by Curtis as conflicts counsel (.30)	0.30
06/20/13	GF	Per J. Weber's request, assist with coordination and retrieval of 4/26/2013 hearing transcript from In re Arcapita Bank B.S.C.(c), et al. (.30)	0.30
06/24/13	GF	At request of D. Bloom, review Morrison & Foerster retention application in connection with responding to PSA objections by potential and actual conflict parties (.60)	0.60
06/25/13	MG8	Review recent docket activity, primarily related to upcoming hearing on approval of Debtors' PSA which involves the potential resolution of disputes with numerous actual and potential conflict parties, including objections, reservations of rights, statements, agendas, revised agenda, proposed orders, as well as filings in connection with use of cash collateral, all in connection with Curtis' role as conflicts counsel to Debtors (2.30)	2.30
06/26/13	MG8	Review order unsealing Examiner's report (.10); attend to correspondence from Chadbourne re: transmission	0.40

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Our Ref # 062108-000100

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	of Examiner's report and related coordination with Curtis team reviewing report (.30)	
06/26/13 GF	Attend to coordination and preparation of Examiner's report for circulation to internal team including several conversations and correspondence with D. Bloom, M. Gallagher and B. Kotliar re: preparation of electronic files relating to report and coordination with internal copy services and B. Patane (4.60)	4.60
06/26/13 DAB	Correspond with G. Faust, P. Buenger, B. Kotliar, M. Gallagher, and T. Foudy throughout the day re: forthcoming Examiner report plan for printing, distributing, and summarizing of same (1.30); draft email correspondence to S. Reisman re: PSA motion hearing and forthcoming Examiner report (.20); correspond with B. Patane re: Examiner report production (.20); review Examiner report TOC and executive summary in order to determine approach to assigning portions of report to various associates for summarizing (1.90)	3.30
06/26/13 PJB2	Correspond with D. Bloom and M. Gallagher re: upcoming release of Examiner's report and preparation for reviewing and summarizing same for conflicts purposes (.40); begin review of Examiner's report and summarize same in connection with Curtis' continued role as conflicts counsel (1.30)	1.70
06/27/13 MG8	Review portions of Examiner's report related to estate causes of action and third party releases, as such areas are relevant to potential objections to confirmation by conflict parties and matters being handled by Curtis as conflicts counsel, including matters related to AIG, Allstate Prudential, other RMBS investors, JSNs, SUNs, Wells Fargo, Cerberus and certain investor creditors (5.50)	5.50
06/27/13 DAB	Correspond with M. Moscato re: timeline contained in Examiner report and draft follow-up email to B. Kotliar re: same (.20); draft skeleton chart for Examiner report summaries based on further detailed analysis of report and correspondences with M. Gallagher, B. Kotliar, P. Buenger, J. Zimmer, and J. Weber re: same (1.80); send draft email correspondence to M. Gallagher, B. Kotliar, P. Buenger, J. Zimmer, and J. Weber with detailed instructions for review and summary of same (.30); further correspondence with J. Weber re: same (.20)	2.50
06/27/13 PJB2	Extensive review of Examiner's report with particular attention to sections pertaining to various matters handled by Curtis for conflicts purposes throughout the chapter 11 cases including matters relating to RMBS investors, JSNs, SUNs, Wells Fargo and Cerberus (6.60); correspond with D. Bloom, M. Gallagher and B. Kotliar throughout the day re: same and division of	7.40

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labor to summarize same (.80)

06/28/13 DAB	Review and summarize Examiner report sections related to third party claims against Ally and analysis of same (1.30); correspond with P. Buenger, J. Weber, J. Zimmer and B. Kotliar re: progress on summaries of various sections of report (.40); correspond with B. Kotliar re: content in Examiner report involving claims against Ally (.10); correspond with J. Weber re: fiduciary duty section of Examiner report (.20); correspond with M. Cohen re: PSA motion in connection with review and comment on draft plan and disclosure statement (.30); correspond with G. Faust re: provision of documents to M. Cohen in connection with same (.10); draft executive summary of first section of Examiner report (1.00)	3.40
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06/28/13 PJB2	Correspond with T. Foudy, M. Moscato, D. Bloom, J. Weber and B. Kotliar re: review of Examiner's report and dividing work of same to associate group (.50); correspond with D. Bloom, J. Weber and B. Kotliar throughout the day re: same (.80); extensive review of Examiner's report with particular attention to events leading up to chapter 11 cases and postpetition transfers, which approval is pending, including RMBS settlement agreements and negotiations behind same (5.80); draft detailed summary of same and provide to group for inclusion into comprehensive summary (3.20)	10.30
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TOTAL HOURS	55.80
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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Theresa A. Foudy	Partner	2.40	730	1,752.00
Maryann Gallagher	Counsel	9.10	625	5,687.50
Daniel A. Bloom	Associate	17.20	480	8,256.00
Peter Josef Buenger	Associate	19.40	425	8,245.00
Georgia Faust	Legal Assistant	5.50	235	1,292.50
Brittany Patane	Legal Assistant	2.20	235	517.00
		<b>55.80</b>		<b>\$25,750.00</b>

TOTAL SERVICES	\$25,750.00
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**Summary of Expenses**

External Photocopy Services	5,534.70
Pacer - ECF	29.30

TOTAL EXPENSES	\$5,564.00
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**TOTAL THIS INVOICE**

**\$31,314.00**



Curtis, Maller-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW**  
**101 PARK AVENUE**  
**NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
1100 Virginia Drive  
MC: 190\_FTW-M01  
Fort Washington PA 19034

September 24, 2013

Inv. # 1591462  
Our Ref. 062108-000220  
SJR

Attention: Residential Capital, LLC

**Re: Cash Collateral, DIP & Other Financing**

06/05/13	BMK	Correspond with E. Tobin re: status of Debtors' cash collateral motion and authority to use collateral under entered final order in connection with serving document requests upon JSNs in adversary proceeding seeking to determine extent of liens and collateral where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.50); correspond with D. Bloom re: same (.20); review cash collateral order and stipulation and amendments to same (.50)	1.20
06/14/13	DAB	Review, analyze and summarize seventh stipulation with respect to cash collateral (1.00)	1.00
06/17/13	TF1	Review cash collateral stipulation (.10); draft email correspondence re: unscheduled chambers conference (.20)	0.30
TOTAL HOURS			2.50

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Theresa A. Foudy	Partner	0.30	730	219.00
Daniel A. Bloom	Associate	1.00	480	480.00
Bryan M. Kotliar	Associate	1.20	305	366.00
		<b>2.50</b>		<b>\$1,065.00</b>

**TOTAL SERVICES**

**\$1,065.00**

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Inv # 1591462  
Our Ref # 062108-000220

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**TOTAL THIS INVOICE**

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**\$1,065.00**

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Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW**  
**101 PARK AVENUE**  
**NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
1100 Virginia Drive  
MC: 190\_FTW-M01  
Fort Washington PA 19034

September 24, 2013

Inv. # 1589848  
Our Ref. 062108-000320  
SJR

Attention: Residential Capital, LLC

**Re: Claims Administration and Objections**

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06/03/13	SJR	Attend to review of documentation related to PNC Mortgage proofs of claim and issues and concerns re: same including possibility of objections to claim (1.70)	1.70
06/03/13	TF1	Review email from Morrison & Foerster re: PNC Mortgage claims (.20); review proofs of claim and information obtained on contracts relevant to same (1.00); meet with M. Gallagher and P. Buenger to discuss information needed to evaluate PNC claims (.40); participate in conference call with Morrison & Foerster and FTI re: same (.40)	2.00
06/03/13	MG8	Correspond with J. Wishnew, M. Talarico and T. Foudy re: PNC Mortgage proofs of claim (.20); coordinate with P. Buenger re: review of same (.10); review briefly PNC Mortgage amended proofs of claim (.30); meet with T. Foudy and P. Buenger to discuss same and issues related to same (.40); participate in conference call with J. Wishnew, M. Talarico and T. Foudy to discuss open issues and objections to PNC Mortgage proofs of claim (.50); brief review of research under section 365 of Bankruptcy Code to understand theories for PNC Mortgage claims (.40)	1.90
06/03/13	PJB2	Correspond with M. Gallagher and T. Foudy re: servicing claims of conflict party PNC Mortgage in connection with issues related to platform sale and cure claims (.20); provide proof of claim of PNC to T. Foudy and M. Gallagher (.10); review proofs of claims filed by PNC and provide summary of same to T. Foudy and M. Gallagher (1.60); meet with T. Foudy and M. Gallagher to discuss same and next steps (.40); review original PNC claims in order to determine if amended claims filed timely (.30); discuss same with M. Gallagher (.10); participate in call with T. Foudy, M. Gallagher, M. Talarico and J. Wishnew re: PNC claims and next steps re: same (.40); follow-up correspondence with T. Foudy and M. Gallagher re: same (.20); coordinate with B. Patane on compiling all claims and underlying contracts in binders for group (.20); review underlying contracts of PNC claim, including standard terms and provisions of sale and servicing agreement entered into	5.70

September 24, 2013  
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Our Ref # 062108-000320

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	between Residential Funding Corporation and conflict party PNC Mortgage in connection with addressing claims arising from same based upon repurchase obligations (2.20)	
06/04/13 TF1	Follow-up correspondence re: communications with Blank Rome, counsel to PNC Mortgage, and response to company request re: servicing agreement at issue in Blank Rome claim (.50)	0.50
06/04/13 MG8	Correspond with T. Foudy and A. Root of Blank Rome re: documentation in support of PNC Mortgage proofs of claim (.20); correspond with M. Rothchild of Morrison & Foerster and A. Root, counsel to PNC Mortgage, re: PNC Mortgage proofs of claim and whether certain claims are resolved and/or duplicative (.60)	0.80
06/04/13 PJB2	Continue review of underlying contracts of PNC Mortgage claim, including standard terms and provisions of sale and servicing agreement entered into between Residential Funding Corporation and conflict party PNC Mortgage in connection with addressing claims arising from same based upon repurchase obligations (1.90)	1.90
06/04/13 BP	Per P. Buenger's request, compile documents and assemble binder containing "PNC Mortgage Claims" (1.40); update Court calendar to reflect hearing dates as set by Court (.20)	1.60
06/05/13 TF1	Correspond with M. Gallagher re: handling of claims objections of conflict parties in general and communications with PNC in particular (.30)	0.30
06/05/13 MG8	Participate in telephone conference with M. Rothchild of Morrison & Foerster re: documents supporting PNC Mortgage's amended proofs of claims (.20); correspond with T. Foudy re: same (.10); participate in telephone conference with A. Root re: nature and support for PNC Mortgage's amended proofs of claim for breaches of reps and warranties (.30)	0.60
06/06/13 TF1	Follow-up correspondence with M. Gallagher re: information requested from PNC Mortgage and correspondence with Morrison & Foerster re: same (.30)	0.30
06/06/13 MG8	Participate in telephone call with A. Root, counsel to PNC Mortgage, re: basis for PNC Mortgage's amended claim with respect to Debtors' repurchase obligations (.30); correspond with T. Foudy re: same (.20); draft correspondence to M. Rothchild, J. Wishnew, ResCap and FTI re: basis for PNC Mortgage's amended claim with respect to Debtors' repurchase obligations and related agreements and documentation (.40); review list of conflict parties and their proofs of claim and coordinate with P. Buenger re: claims review for	3.40

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Inv # 1589848  
Our Ref # 062108-000320

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	conflicts parties (1.10); correspond with Jordan Wishnew of Morrison & Foerster re: issues with respect to amended proofs of claim filed by PNC Mortgage (.40)	
06/06/13 PJB2	Correspond with M. Gallagher re: review and analysis of various claims filed against Debtors by parties which have actual or potential conflicts with Debtors' lead counsel in connection with claims resolution process (.20); correspond with D. Bloom re: same and conflict parties of Debtors' lead counsel within group of Junior Secured Noteholders in connection with same (.30); review correspondence from A. Root of counsel to PNC re: additional documentation underlying PNC's proof of claim (.10); review recently filed PSA in connection with parties which entered into same and affect on such conflict parties' filed proofs of claims against Debtors (.30); begin process of reviewing and analyzing all claims filed by conflict parties to Debtors' lead counsel in connection with claims process (4.20)	5.10
06/07/13 TF1	Review and provide comments on papers to be filed in connection with Sixth Omnibus Objection to Claims, as Richard Armstrong is a conflict party (.90); review information from PNC's counsel re: claim and follow-up correspondence re: same (.30)	1.20
06/07/13 MG8	Review and comment on draft of Sixth Omnibus Claims Objection, as Richard Armstrong is a conflict party, and follow-up correspondence with T. Foudy re: same (.50); review claims register to confirm claim information for Richard Armstrong (.20); correspond with P. Buenger re: proofs of claims for Richard Armstrong (.20); attend to correspondence with T. Foudy re: identification of loans related to PNC Mortgage's proofs of claim (.30); correspond with M. Talarico of FTI re: loan series number associated with PNC Mortgage sale and servicing agreement (.20); correspond with A. Root re: need for additional information about PNC Mortgage proofs of claim in order to determine loans covered by them and identity of debtor or debtors associated with those claims (.30); review filed version of sixth omnibus claims objection and organize materials related to same (.40)	2.10
06/07/13 PJB2	Continue working on claims resolution with respect to various proofs of claims filed by conflict parties which were not signatories to global settlement (1.10); correspond with T. Foudy and M. Gallagher re: Sixth Omnibus Claims Objection of Debtors and handling of same in connection with certain conflict parties' claims being objected to in same (.20); review documents provided by M. Rothchild of Debtors' lead counsel re: Sixth Omnibus Claims Objection, including underlying proofs of claims filed by certain conflict parties, including Richard Armstrong, and provide comments to	2.60

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	same to T. Foudy (1.10); follow-up correspondence with T. Foudy re: same (.20)	
06/09/13 TF1	Review email correspondence re: FTI's M. Talarico's questions on PNC's claims and draft follow-up correspondence to M. Gallagher re: same (.30)	0.30
06/09/13 MG8	Attend to correspondence with M. Talarico re: PNC Mortgage proofs of claim and follow-up correspondence with P. Buenger re: same (.30); review briefly PNC Mortgage original proofs of claim and amended proofs of claim and follow-up with T. Foudy re: same (.40)	0.70
06/11/13 TF1	Review email from PNC Mortgage counsel with further information re: claims and forward to client and Morrison & Foerster (.10); draft response with further follow-up re: same (.20)	0.30
06/11/13 MG8	Correspond with A. Root and M. Rothchild re: mortgage pool related to PNC Mortgage claims (.20); correspond with P. Buenger and M. Cohen re: potential legal objections to PNC Mortgage proofs of claim (.60)	0.80
06/11/13 PJB2	Review claims process in connection with handling proofs of claim filed against Debtors' estates by conflict parties to Debtors' lead counsel and analyzing numerous claims of actual and potential conflict parties, including CitiMortgage, PNC Bank, Wells Fargo and certain RMBS investors as-filed for potential objections to same (7.40)	7.40
06/12/13 SJR	Review claims for which Curtis is acting as conflicts counsel with respect to claims to objections related to conflict parties (1.60)	1.60
06/12/13 PJB2	Analyze various proofs of claim filed against Debtors by conflict parties, including Citi Mortgage, PNC Bank, and Wells Fargo for potential objections and disallowing same for claims process (1.70)	1.70
06/13/13 SJR	Attend to addressing claims' issues with respect to claims objections to be filed by and/or prosecuted by Curtis against conflict parties and review documentation related to same (3.20)	3.20
06/13/13 TF1	Participate in conference call with GMAC's C. Laubach re: PNC Mortgage claims (.20); draft follow-up email to PNC's counsel requesting information on claim (.20); correspond with M. Cohen re: PNC Mortgage claims and potential resolution and follow-up re: same (.90); meet with P. Buenger to discuss analysis of statute of limitations issue pertinent to PNC claim (.10); draft email to P. Buenger and M. Cohen with cases pertinent to same (.10)	1.50
06/13/13 MG8	Correspond with T. Foudy, P. Buenger and M. Cohen	0.40

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Inv # 1589848  
Our Ref # 062108-000320

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	re: potential objections to PNC Mortgage proofs of claim (.20); participate in call with C. Laubach of ResCap re: same and conduct brief research on relevant statute of limitation (.20)	
06/13/13 DAB	Review PNC Mortgage proofs of claim and draft follow-up correspondence re: dispute vis-à-vis same per T. Foudy email and related matters (.60); follow-up correspondence to P. Buenger re: same (.20)	0.80
06/13/13 PJB2	Correspond with T. Foudy and D. Bloom re: addressing claims of conflict party PNC Mortgage and research re: underlying basis for same (.20); correspond with counsel to PNC re: same and back-up documentation to support same (.10); correspond with D. Bloom re: same (.30); continue review of claims process in connection with handling proofs of claim filed against Debtors' estates by conflict parties listed on Morrison & Foerster's retention application and analyzing numerous claims as-filed for potential objections to same (4.40); meet with T. Foudy to discuss research re: statute of limitations under New York law of breach of representations and warranties leading to repurchase obligations in connection with analyzing proofs of claims filed by conflict party PNC Mortgage and follow-up re: same (.20); conduct research re: same (2.80); draft and provide summary of same to T. Foudy, M. Gallagher and M. Cohen (2.20)	10.20
06/14/13 TF1	Follow-up correspondence re: PNC claims' analysis and statute of limitations issue (.20); participate in conference call with PNC's counsel re: same (.30); meet with M. Cohen re: same (.30)	0.80
06/14/13 MG8	Draft and send follow-up correspondence to P. Buenger and M. Cohen re: PNC Mortgage claims and various potential objections including statute of limitations (.20); review pleading re: CitiMortgage proof of claim and withdrawn transfer notice, as Curtis acts as conflicts counsel for ResCap in connection with CitiMortgage (.20)	0.40
06/14/13 MAC	Review research in connection with objection to PNC claim based on statute of limitations related to representation and warranty claims (1.20); conduct analysis of other issues related to rejection of PNC contracts and resulting claims (1.10); meet with T. Foudy re: same (.30)	2.60
06/14/13 PJB2	Correspond with T. Foudy and M. Cohen re: analysis of conflict party PNC Mortgage's proofs of claim, underlying contract between PNC Mortgage and Residential Funding Corporation and research re: statute of limitations of breach of representations and warranties leading to repurchase obligations (.60); further review of standard terms and provisions of sale and servicing agreement between PNC Mortgage and	4.50

September 24, 2013  
Inv # 1589848  
Our Ref # 062108-000320

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	Residential Funding Corporation to address additional items discussed with M. Cohen (.40); continue reviewing claims process for various proofs of claim filed by conflict parties (3.50)	
06/17/13 SJR	Review documentation related to objection to PNC Mortgage claim and review research in connection with merits of objection (1.30)	1.30
06/17/13 TF1	Review email correspondence re: analysis of PNC Mortgage contract and related claims (.30)	0.30
06/17/13 MAC	Review sale assumption notices and approval order in connection with objection to PNC Mortgage claim and conduct research in connection with same (1.90)	1.90
06/17/13 PJB2	Continue review of claims in connection with handling proofs of claims filed against Debtors' estates by conflict parties to Debtors' lead counsel and analyzing numerous claims as-filed for potential objections to same (6.50)	6.50
06/18/13 SJR	Continue review and handling of objections to proof of claims of various conflict parties in ResCap case as listed on Morrison & Foerster retention application (.80)	0.80
06/18/13 TF1	Meet with M. Cohen re: PNC Mortgage claim (.20); participate in call with PNC's counsel, C. Laubach, and Morrison & Foerster in connection with same (.90)	1.10
06/18/13 MG8	Review correspondence from T. Foudy, A. Root and C. Laubach re: PNC Mortgage proof of claim and legal issues related to statute of limitations applicable to PNC Mortgage claims (.40)	0.40
06/18/13 MAC	Conduct research re: potential objections to PNC Mortgage proof of claim (1.20); meet with T. Foudy re: same (.20)	1.40
06/18/13 PJB2	Continue review of claims process in connection with handling proofs of claims filed against Debtors' estates by conflict parties to Debtors' lead counsel and analyzing numerous claims as-filed for potential objections to same (.90)	0.90
06/19/13 TF1	Confer with M. Cohen re: follow-up to PNC Mortgage claim (.10); draft email correspondence to A. Root re: follow-up on back-up documentation for claims amount (.10); review back-up received from A. Root and forward same to client (.30)	0.50
06/19/13 MAC	Review backup information provided by PNC Mortgage in connection with claim calculation (.80); confer with T. Foudy re: follow-up to PNC Mortgage claim (.10); conduct research and analysis of issues in connection with objection to PNC Mortgage claim and potential disputes re: calculation of claim amount (1.90)	2.80

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06/19/13	PJB2	Conduct research in connection with potential objections to PNC Mortgage claims re: additional case law with Second Circuit and New York Courts with special attention to statute of limitations pursuant to breach of contract claims based on breach of representations and warranties giving rise to repurchase obligations in connection with addressing current claims against Debtors for such claims filed by conflict parties (3.30)	3.30
06/24/13	TF1	Review email correspondence from PNC's counsel re: appropriate debtor entity for claim (.10)	0.10
06/25/13	TF1	Correspond with PNC counsel re: claims (.10); correspond with M. Gallagher on same and status (.10)	0.20
06/25/13	MG8	Correspond with P. Buenger re: status of PNC Mortgage claims and potential objections and issues with respect to same (.20)	0.20
06/25/13	PJB2	Correspond with M. Gallagher re: current status of objection to conflict party PNC's claims against Debtors' estates and next steps re: same (.30)	0.30
06/26/13	MG8	Participate in telephone conference with A. Root, counsel to PNC, re: withdrawal of PNC's claims against certain Debtors and follow-up correspondence with C. Laubach, M. Talarico, J. Wishnew and M. Rothchild re: same (.40)	0.40
06/28/13	SJR	Review Curtis comments to draft objection to claims of certain RMBS claimants and Kruger declaration (1.10); review comments of T. Foudy to same (.60)	1.70
06/28/13	TF1	Review email correspondence with PNC's counsel and client re: withdrawal of duplicative claims and claims against incorrect debtors (.10); participate in call with N. Moss and J. Beha re: objections to securities claims asserted by certain conflicts parties, including MetLife, Fortress, Alea Holdings and Stonebridge (.10); correspond with B. Kotliar re: verifying claim information re: conflict parties (.30); review and provide comments on objection, notice, proposed order and declaration in connection with objection to securities claims and correspond with D. Bloom re: notice for same (2.90); participate in follow-up call and correspondence with J. Beha re: chart accuracy with respect to conflict parties (.20)	3.60
06/28/13	MG8	Participate in telephone conference with A. Root re: issues with respect to duplicative PNC Mortgage claims (.20); correspond with C. Laubach re: PNC Mortgage proofs of claim (.20); draft further correspondence to A. Root, counsel to PNC Mortgage, re: PNC Mortgage's agreement to withdraw proofs of claim against Debtors other than Residential Funding Corporation (.20);	4.70

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follow-up correspondence with C. Laubach, J. Wishnew, M. Talarico, M. Rothchild and T. Foudy re: same (.20); attend to preparations for addressing Tenth Omnibus Claims Objection involving securities claims that are either facially defective or time barred asserted by certain conflict parties, including Alea, Fortress entities, Stonebridge, General American and MetLife entities (.50); participate in call with T. Foudy and J. Beha re: tenth omnibus claims objection involving more than twenty conflict parties, including Alea, Stonebridge, General American, Fortress entities, Alea Holdings, Stonebridge and MetLife entities, allegedly asserting securities claims against Debtors that are either facially defective or time-barred (.40); attend to review and revise Tenth Omnibus Claims Objection, as well as related notice, declaration of Lewis Kruger and proposed order (2.50); coordinate with T. Foudy re: same (.20); correspond with T. Foudy and J. Beha re: additional proofs of claim to include in Tenth Omnibus Claims Objections (.30)

06/28/13	BMK	Review proofs of claim filed by conflict party RMBS investors in connection with claims objection where proofs of claim lack sufficient information where Curtis is acting as conflicts counsel (1.30); draft summary to T. Foudy re: same specifically noting certain issues and absent claims from schedule of objectionable claims (.30)	1.60
06/28/13	DAB	Review and revise notice to accompany omnibus claims objection to certain claims of conflict parties including Fortress entities, Metlife entities, Alea Holdings and Stonebridge (.50); draft email correspondence to T. Foudy re: comments to same (.20)	0.70
06/30/13	MG8	Correspond with A. Root, counsel to PNC Mortgage, re: clarification to withdrawal of proofs of claim filed by PNC Mortgage, and follow-up correspondence with M. Cohen re: same (.20)	0.20

TOTAL HOURS			103.80
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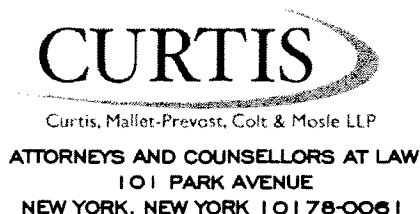


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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	10.30	830	8,549.00
Theresa A. Foudy	Partner	13.00	730	9,490.00
Michael Ari Cohen	Partner	8.70	730	6,351.00
Maryann Gallagher	Counsel	17.00	625	10,625.00
Daniel A. Bloom	Associate	1.50	480	720.00
Peter Josef Buenger	Associate	50.10	425	21,292.50
Bryan M. Kotliar	Associate	1.60	305	488.00
Brittany Patane	Legal Assistant	1.60	235	376.00
		<b>103.80</b>		<b>\$57,891.50</b>
	<b>TOTAL SERVICES</b>			<b>\$57,891.50</b>
	<b>TOTAL THIS INVOICE</b>			<b>\$57,891.50</b>



Residential Capital, LLC  
1100 Virginia Drive  
MC: 190\_FTW-M01  
Fort Washington PA 19034

September 24, 2013

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Our Ref. 062108-000400  
SJR

Attention: Residential Capital, LLC

Re: General Litigation Matters

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06/04/13 TF1	Review partial pay-down motion to pay secured claims of AFI and JSNs (.10); correspond with D. Bloom re: adjournment date for SUN standing motion (.10)	0.20
06/04/13 DAB	Draft email correspondences to T. Foudy and M. Gallagher re: status of SUN Trustee motion for standing and amended pay-down motion (.20)	0.20
06/19/13 SJR	Review statements of JSNs with respect to PSA settlement motion and analysis of issues in connection with possible lead for filing of response where Curtis is acting on conflicts matters related to JSN issues (1.20)	1.20
06/19/13 TF1	Review summary of PSA motion and key terms in connection with matters handled by Curtis (.20); review revised PSA proposed order (.10); review objections to PSA motion and summaries thereof in connection with Curtis handling portion of PSA reply as FHLB Boston and Chicago, Credit Suisse and certain JSNs are conflict parties (1.20); correspond with Morrison & Foerster re: conflict parties and response to PSA motion (.20); participate in conference call with J. Marines re: response to PSA motion (.30); participate in teleconference with M. Moscato, D. Bloom, B. Kotliar and E. Tobin re: draft omnibus response to PSA objections (.50)	2.50
06/19/13 MJM	Participate in teleconference re: PSA reply brief with T. Foudy, E. Tobin, D. Bloom, and B. Kotliar discussing Curtis handling portions of reply due to presence of actual and potential conflict parties such as FHLB Boston and Chicago and certain holders of the Junior Secured Notes (.50)	0.50
06/19/13 MG8	Brief review of numerous objections to and filings re: Debtors' motion for authority to enter into plan support agreement, in connection with Curtis' role as conflicts counsel to Debtors, including those filed by conflict parties Credit Suisse, FHLB Boston and Chicago and certain JSNs (.60)	0.60
06/19/13 BMK	Coordinate production of all objections and materials	5.30

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filed in connection with PSA motion (.20); review Curtis and Morrison & Foerster retention application for actual and potential conflict parties that filed objections to PSA (.40); participate in teleconference with T. Foudy, M. Moscato, E. Tobin, and D. Bloom re: drafting portion of reply to objections to PSA motion and delegation of duties between Curtis as conflicts counsel and Morrison & Foerster (.50); follow-up correspondence with D. Bloom re same and breakdown of project tasks and assignments re global review of summaries (.50); review and summarize objections to PSA motion filed by Syncora, PBGC, Assured, and Amherst (3.20); correspond with D. Bloom re: same and inputting to global summary document sheet (.50)

06/19/13 DAB	Review and analyze revised proposed FGIC-related PSA order and detailed summary of same with attention to "findings" issue (.80); review and summarize Rothstein Plaintiffs' objection to PSA motion (.60); review and analyze Debtors' motion seeking authority to escrow \$450,000 of the \$100 million proposed settlement amount allocated to the NJ Carpenters pursuant to PSA (.50); review and analyze U.S. Trustee's Limited Objection to PSA motion in connection with Curtis handling portions of reply brief due to conflict parties FHLB Boston and Chicago, Credit Suisse and certain holders of the JSNs (.80); review case management order per T. Foudy request to determine reply deadline to PSA objections (.20); additional review and analysis of various objections to PSA Motion (3.00); draft detailed memorandum summarizing and analyzing same (2.30); correspond with B. Kotliar re: preparation of binder re: PSA motion objections (.20); review and analyze statement filed by JSNs re: PSA motion (.80); summarize same and draft email re: same to S. Reisman and T. Foudy (.60); review and analysis of NCUAB's objection and reservation of rights to PSA motion (.60); draft email memorandum re: same to S. Reisman and T. Foudy (.40); draft email to B. Kotliar re: same (.10); participate in call with T. Foudy, M. Moscato, E. Tobin and B. Kotliar to discuss PSA-related work (.50)	11.40
06/19/13 ET	Participate in telephone call with T. Foudy, M. Moscato, B. Kotliar, and D. Bloom re: strategy for researching and drafting omnibus reply to objections to plan support agreement involving multiple objections by actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.50); follow-up emails re: same (.20)	0.70
06/20/13 SJR	Review draft memorandum analyzing objections to PSA motion with respect to conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (2.30); review underlying objections (1.70); attend to review of section of PSA reply re: prematurity of PSA	4.80

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objections (.80)

06/20/13 TF1	Correspond with M. Moscato, D. Bloom, P. Buenger and B. Kotliar re: draft plan confirmation issues section of omnibus reply re: PSA motion due to presence of actual and potential conflict parties including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.30); participate in call with M. Moscato re: same (.20); participate in call with M. Moscato, D. Bloom, B. Kotliar and Morrison & Foerster re: objections and approach to omnibus response in connection with same (1.50); follow-up correspondence re: same with M. Moscato, B. Kotliar and D. Bloom (.50)	2.50
06/20/13 MJM	Correspond with T. Foudy, D. Bloom, P. Buenger and B. Kotliar re: coordinating activities re: PSA reply brief due to presence of actual and potential conflict parties including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.30); review Morrison & Foerster outline of PSA reply brief re: same (.20); review General Maritime reply brief to use as template for Curtis section of PSA reply brief (.60); participate in call with T. Foudy re: PSA reply brief (.20); participate in follow-up call with E. Tobin, D. Bloom, and B. Kotliar re: same including strategy and responsibilities (.50); review Curtis summary of objections to PSA in connection with same (.60); participate in conference call with T. Foudy, D. Bloom, B. Kotliar, and Morrison & Foerster attorneys re: PSA reply brief division of responsibilities and strategy re: same (1.50); follow-up correspondence with T. Foudy, D. Bloom, and B. Kotliar re: Curtis's section of PSA reply brief (.50)	4.40
06/20/13 MG8	Brief review of objections to PSA motion and UMB and Berkshire joinders pleadings filed in response to Debtors' motion seeking authority to enter into plan support agreement (.20)	0.20
06/20/13 MAC	Review objections to PSA motion, including those filed by conflict parties, Credit Suisse, FHLB Boston and Chicago and certain JSNs, in connection with Curtis' role as conflicts counsel and assisting Debtors' counsel with response to objections and conduct research in connection with same (3.20)	3.20
06/20/13 GF	Revise index and prepare binders re: PSA motion as per B. Kotliar's request, in connection with portion of reply handled by Curtis due to presence of actual and potential conflict parties including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (2.90)	2.90
06/20/13 BMK	Correspond with E. Tobin re: PSA objections raised in other bankruptcies such as General Maritime in connection with drafting portion of reply handled by Curtis due to presence of actual and potential conflict parties, including those filed by conflict parties, Credit Suisse, FHLB Boston and Chicago and certain JSNs	11.40

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(.30); finalize global summary of objections to PSA motion re: same (.50); research plan support agreements filed in all bankruptcy cases by searching published decisions and case dockets to support ripeness arguments and responses to plan related objections re: same (3.50); review case dockets for General Maritime, Tronox, Innkeepers, and Visteon for plan support agreement issues raised and proposed orders from those cases re: same (1.90); coordinate with G. Faust re: production of all objections to PSA motion and PSA materials for use in drafting omnibus reply (.40); correspond with D. Bloom re: categories of objections that relate to plan confirmation re: same (.30); participate in teleconference with T. Foudy, M. Moscato, D. Bloom and Morrison & Foerster re: outline and drafting omnibus reply and sections handled by Curtis (1.50); draft citations to objections to PSA motion to be referenced in omnibus reply re: plan confirmation issues and ripeness grounds (.90); update draft reply re: same and review open issues re: references to various objections resolved via amended proposed order (.50); review and revise draft reply (1.10); correspond with D. Bloom and J. Weber re: same and finalizing open issues before sending for partner review (.50)

06/20/13 JTW

Correspond with D. Bloom and B. Kotliar re: research tasks for Debtors' reply to objection to PSA motion due to presence of actual and potential conflict parties including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.30); conduct research in connection with same to identify whether objections to provisions in PSA properly constitute plan confirmation objections (2.60); correspond with D. Bloom re: research to identify whether objections to provisions in the PSA re: treatment and classification of claims properly constitute plan confirmation objections (.30); conduct research re: same (2.80); review supporting authority identified in research (2.10); ensure all supporting authority to be cited in Debtor's reply remains good law (1.80); insert citations and relevant supporting authority into Debtor's reply (.60); review Debtors' reply in preparation for circulation to T. Foudy and M. Moscato (.20)

10.70

06/20/13 DAB

Draft memorandum analyzing objections to PSA motion and revisions to same in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (2.50); review draft outline of omnibus reply to same circulated by Morrison & Foerster (.60); correspond with B. Kotliar re: compiling chart of objections in connection with same (.20); draft email correspondence to B. Kotliar and J. Weber re: research in connection with omnibus PSA reply (.30); correspond with M. Moscato and B. Kotliar re: PSA

13.50

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motion objections and proposed plan with respect to research and drafting of reply to same (.50); further correspondence to B. Kotliar and J. Weber re: research in connection with same (.20); correspond with H. Hiznay re: research in connection with same (.30); correspond with B. Kotliar re: RALI underwriters' objection (.10); review email from J. Weber analyzing PSA in connection with same (.20); review PSA objections per M. Moscato direction with focus on potential ripeness counter-argument as objections go to confirmability of plan (2.30); draft analysis of same and circulate to M. Moscato (1.00); review email from B. Kotliar re: Syncora objection (.10); correspond with J. Weber re: General Maritime case in connection with PSA reply (.20); review of same (.30); correspond with P. Buenger re: PSA reply (.60); draft and revise section of PSA reply re: prematurity of variety of PSA objections (2.50); obtain transcript from Veritext for use in same (.10); participate in call with M. Moscato, T. Foudy, B. Kotliar and Morrison & Foerster to discuss draft PSA reply (1.50)

06/20/13 PJB2	Review motion to approve plan support agreement and various objections in connection with objections filed by certain conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs, and assist in drafting of omnibus reply by Debtors in response to all objections filed to PSA (3.80); review case law and precedent replies re: objections to disclosure statements found by various courts to be premature and more appropriately brought within the plan confirmation process in connection with drafting omnibus reply in connection with Debtors' motion to approve PSA (1.60); correspond with D. Bloom and B. Kotliar re: same and draft of omnibus reply section with respect to premature confirmation based objections (.50); follow-up correspondence with M. Moscato re: same (.30); draft outline and introductory paragraph of prematurity section to omnibus reply re: same and provide to D. Bloom and B. Kotliar (.90); review draft section of omnibus reply and provide comments to D. Bloom (.40)	7.50
06/20/13 ET	Correspond with M. Moscato, T. Foudy and D. Bloom re: research for drafting reply to objections to motion for approval of PSA and follow-up with B. Kotliar re: same due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.50); participate in portion of telephone call with counsel re: strategy for drafting reply to objections to motion for approval of PSA (.30)	0.80
06/21/13 SJR	Review draft section of omnibus reply on objection to settlement outlined in PSA that Curtis is handling due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago,	1.10

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	and certain JSNs (1.10)	
06/21/13 TF1	Review and provide comments to draft section of omnibus PSA reply re: confirmation objections that Curtis is handling due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (1.00); draft emails re: conflict parties in connection with same (.20); participate in call with Morrison & Foerster and Kirkland & Ellis re: objections to PSA motion that Curtis is handling due to presence of actual and potential conflict parties listed above (.50)	1.70
06/21/13 MJM	Edit draft of Curtis section of PSA reply brief addressing argument of prematurity of objection as they are confirmation objections due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.90); review T. Foudy's additional edits to Curtis' section of PSA reply brief (.30); confer with D. Bloom and J. Weber re: implementing edits to same (.70); edit revised version of same (.50); correspond with D. Bloom re: edits to same (.30); correspond with T. Foudy re: finalizing Curtis section of PSA reply brief (.20); finalize same (.40)	3.30
06/21/13 JTW	Confer with D. Bloom and M. Moscato re: revisions to Debtor's reply to objections re: PSA motion due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.70); review supporting authority cited in reply for additional language to be included in same (1.40); review completed draft re: same (.50)	2.60
06/21/13 DAB	Draft email correspondences to M. Moscato, P. Buenger and B. Kotliar re: status of draft PSA reply in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (.20); review T. Foudy email re: same including comments to same (.20); correspond with M. Moscato re: same (.50); revise same per M. Moscato and T. Foudy comments (2.00); confer with J. Weber and M. Moscato re: legal research in connection with same (.70); review J. Weber research re: ripeness issues in connection with same (.80); further revise same (1.50); analyze and circulate summary of JSNs' supplemental statement re: PSA motion (.60)	6.50
06/21/13 PJB2	Correspond with D. Bloom to discuss Curtis' portion of the Debtors' omnibus reply be handled as conflicts counsel in connection with various objections raised by conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.30); review same and provide additional comments before circulating to Debtors' lead counsel for incorporation into master	1.70

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	document (1.20); correspond with J. Weber re: same and next steps to prepare omnibus reply for filing (.20)	
06/22/13 SJR	Review chart prepared by Curtis re: omnibus reply to PSA settlement and objection due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.80)	0.80
06/22/13 TF1	Review various versions of draft chart prepared by Curtis for inclusion with omnibus reply and draft email correspondence re: same due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.50); review emails re: research on prematurity of confirmation objections in connection with same (.50)	1.00
06/22/13 MJM	Review Debtors' reply brief in support of PSA motion and accompanying chart prepared by Curtis summarizing objections and replies thereto due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (1.40); correspond with P. Buenger and J. Weber re: direction for revision of chart per J. Newton's specifications in connection with same (.60); participate in teleconference with J. Newton, P. Buenger, and J. Weber re: revising same and comments to PSA reply brief (.40); follow-up correspondence with P. Buenger and J. Weber re: same (.70); confer with J. Weber re: finding additional Second Circuit cites for PSA reply brief (.20); review revised version of Debtors PSA reply brief and draft email re: proposed edits to J. Newton (.90); review revised chart to accompany Debtors' PSA reply brief in connection with same (.70)	4.90
06/22/13 JTW	Participate in call with J. Newton, M. Moscato and P. Buenger re: Curtis drafting portion of reply to PSA motion objections and accompanying chart due to presence of actual and potential conflict parties, such as Credit Suisse FHLB Boston and Chicago, and certain JSNs (.40); follow-up correspondence with P. Buenger and M. Moscato re: same (.30); review all responses and objections to Debtors' PSA motion re: same (2.80); assist in preparation of summary chart to be attached to Debtors' reply to help classify parties multiple types of objections re same (1.80); insert additional arguments raised by certain objections not previously included in summary chart re: same (.70); conduct additional research for Debtors' reply re: types of objections raised by parties to be properly classified as plan confirmation issues re: same (.90); correspond with T. Foudy re: same (.20); confer with M. Moscato re: Second Circuit case citations and authorities relied upon for PSA reply brief (.20)	7.30
06/22/13 PJB2	Correspond with M. Moscato re: additional follow-up on	10.60



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draft omnibus reply to various objections filed against motion to approve plan support agreement and working with Debtors' lead counsel to handle conflict matters re: same due to objections of parties such as Credit Suisse, FHLB, and certain JSNs (.20); correspond with M. Moscato and J. Newton of Morrison & Foerster re: same and next steps (.10); review current draft of Debtors' omnibus reply to PSA objections and provide comments to same (1.30); participate in call with J. Newton, M. Moscato and J. Weber re: draft of exhibit to omnibus reply re: same (.40); review and revise exhibit to omnibus reply and draft additional summaries of various objections and responses to same with references to Debtors' reply re: same (5.80); correspond with M. Moscato re: same (.40); further review of circulated revised draft of omnibus reply to incorporate relevant sections into exhibit re: same (.80); further revisions to exhibit 1 to reply pursuant to revised reply and comments from M. Moscato re: same (1.10); draft email correspondence to M. Moscato, T. Foudy and J. Newton of Morrison & Foerster providing same (.20); correspond with J. Weber re: same (.30)

06/23/13 SJR	Review drafts of Debtors omnibus reply to PSA objections and comments to same handled by Curtis due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (2.80)	2.80
06/23/13 TF1	Review summaries of objections to PSA approval motion handled by Curtis due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.70); review drafts of Debtors' reply and chart of objections in connection with same (.80)	1.50
06/23/13 MJM	Review Creditor Committee's response in support of Debtors' PSA motion in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (1.60); correspond with P. Buenger, D. Bloom, and Morrison & Foerster attorneys, S. Lee and J. Newton, to provide direction for revised and updated chart re: summary of objections to PSA motion and Debtors' reply thereto including draft of alternate chart listing all plan supporters' arguments in response to such objections (1.30); review current version of Debtors' PSA reply brief re: same (.50); review revised chart summarizing objections to PSA motion and Debtors' arguments in reply thereto (.60); review chart listing all plan proponents arguments in reply to objections to PSA (.50)	4.50
06/23/13 DAB	Confer with P. Buenger re: Arcapita transcript cited in Debtors' draft PSA reply in connection with Curtis handling portions of PSA reply due to presence of	6.50

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conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (.20); review P. Buenger email re: necessary revisions to reply in connection with PSA (.20); review and summarize RMBS Trustee's, Committee's, Ally, and Debtors' pleadings in support of PSA motion for purpose of constructing "B" version of global objection chart for inclusion in PSA reply (3.50); draft alternate version of chart of replies to PSA motion objections (2.50); draft email to include draft of same to M. Moscato and P. Buenger (.10)

06/23/13 PJB2	Correspond with M. Moscato re: draft of separate version of exhibit 1 of chart to Debtors' omnibus reply to PSA objections which reflects cross references to four other replies being filed by Committee, Trustees, AFI and Investors in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (.40) confer with D. Bloom re: same and Arcapita transcript (.30); correspond with M. Moscato, T. Foudy, J. Newton and G. Lee of Morrison & Foerster re: comments and revisions to exhibit 1 referencing only Debtors' reply (.20); review and revise same (3.80); review draft replies provided by Committee, Trustees and AFI in connection with same (2.70)	7.40
06/24/13 TF1	Correspond with M. Moscato re: status of finalization of Debtors' reply brief and chart to PSA motion objections handled by Curtis due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.20); participate in call with J. Newton to discuss same and Morrison & Foerster comments to chart re: same (.40); review and make comments to final version of reply brief re: same (1.10); review and comment on multiple versions of draft chart re: same (.90); review revised PSA order language (.10); draft correspondence to Morrison & Foerster and copy M. Moscato, P. Buenger, and D. Bloom re: finalization of reply brief and chart re: same (.20)	2.90
06/24/13 MJM	Final review of Debtors' reply brief in support of PSA motion handled by Curtis due to presence of actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (.80); participate in call with J. Newton re: edits to reply brief re: same (.20); correspond with P. Buenger, D. Bloom, T. Foudy, G. Lee, and J. Newton re: finalizing chart accompanying PSA reply to include summary of all objections and arguments made in response to such objections by PSA proponents (1.50)	2.50
06/24/13 JTW	Correspond with D. Bloom, P. Buenger and M. Moscato re revisions to exhibit 1 of chart of the Debtors' reply re: objections to PSA motion handled by Curtis due to presence of conflict parties FHLB Boston and Chicago,	4.00

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Credit Suisse and certain JSNs (.30); review drafts of RMBS Trustees reply, AFI reply and Committee reply to confirm citations in exhibit 1 and update argument summary chart re: same (2.60); review AFI, RMBS Trustees and Committee submissions to confirm references in Debtors' reply re: same (.90); assist in finalization of argument summary chart to be submitted with Debtors' reply re: same (.20)

06/24/13 DAB	Verify authorities relied upon in PSA objection chart per M Moscato request in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (.70); correspond with J. Weber re: same (.20); review Morrison & Foerster emails re: chart of same (.40); correspond with P. Buenger re: "bar order" reference in Credit Suisse objection and Debtors' response to same in chart (.20); review Credit Suisse, a conflict party, objection at length to augment discussion re: same (.60); correspond with M. Moscato, J. Weber and P. Buenger re: open issues in connection with chart (.30); review and analyze Investors response re: PSA motion (.50); incorporate same into draft chart (.30); prepare redline of Committee revised response against earlier draft (.20); review same to ensure accuracy of chart (.40); correspond with J. Weber re: same (.10)	3.90
06/24/13 PJB2	Correspond with Morrison & Foerster, M. Moscato, J. Weber and D. Bloom re: further revisions and finalization of exhibit 1 of chart re: all objections and replies filed in connection with Debtors' motion seeking approval of plan support agreement handled by Curtis due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (.40); follow-up correspondence with D. Bloom re: same (.10); follow-up correspondence with J. Weber re: same and ensuring cross references within chart to replies being filed by Committee, RMBS Trustees, Ally Financial and Investors are accurate (.30); review and revise exhibit 1 to omnibus reply to PSA pursuant to additional comments provided by Debtors' lead counsel re same (3.30); review as-filed replies of Committee, RMBS Trustees, Ally Financial and Investors for checking cross-references provided within exhibit to Debtors' reply in connection with same (1.40)	5.50
06/25/13 TF1	Prepare for hearing on Debtors' motion for authority to enter into PSA, including review of filed versions of replies filed by Committee, RMBS Trustees, supplemental JSNs' statement, and Investors (1.70)	1.70
06/25/13 GF	Assist F. Guenther with preparation of updating materials in PSA motion binders for hearing (.30)	0.30
06/25/13 BMK	Coordinate production of materials in connection with	1.60

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hearing on Debtors' PSA motion with specific attention to matters handled by Curtis in omnibus reply and with respect to conflict parties, including those filed by conflict parties, Credit Suisse, FHLB Boston and Chicago and certain JSNs (1.20); monitor docket for updates including agenda, late filed objections, responses, and statements in connection with same (.40)

06/25/13 DAB	Correspond with G. Faust re: Court Call for PSA motion hearing in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (.10); review and summarize statement in support of PSA motion filed by Steering Committee group of RMBS Holders (.20); review and summarize RALI Underwriters' Rule 2019 statement (.20); circulate amended agenda re: PSA motion hearing to S. Reisman (.10)	0.60
06/25/13 FRG	Prepare materials for hearing re: plan support agreement and assemble into binder in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs (2.50); prepare additional binder re: motion to unseal Examiner report, per B. Kotliar's request (.60)	3.10
06/26/13 TF1	Review revised proposed order granting PSA motion (.10) prepare for PSA hearing by reviewing binder of submissions by actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (1.40); attend PSA hearing before Judge Glenn (3.50); begin review of Examiner report (.80)	5.80
06/26/13 MJM	Prepare for PSA hearing before Judge Glenn by reviewing binder of submissions including moving papers, objections and replies re: same by actual and potential conflict parties, including Credit Suisse, FHLB Boston and Chicago, and certain JSNs (1.40); attend PSA hearing (3.50)	4.90
06/26/13 MG8	Brief review of summary of Examiner's report with focus on issues in which Curtis has been involved as counsel to ResCap (1.50); correspond with D. Bloom and G. Faust re distribution and review of Examiner's report to determine analysis of issues and parties being covered by Curtis as conflicts counsel to Debtors, including issues relating to third party releases (FHLB), CMH Holdings (Cerberus), RMBS Trusts (Wells Fargo), and JSNs (.80); review proposed order approving plan support agreement (.20); prepare for hearing before Judge Glenn on Debtors' motion seeking approval of PSA in which Curtis assisted in drafting reply, by reviewing binder of submissions	7.40

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	including moving papers, objections, and replies re: same with specific attention to matters handled by Curtis as conflicts counsel with respect to conflict parties such as FHLB Boston and Chicago, Credit Suisse, and certain JSNs (1.40); attend PSA hearing before Judge Glenn re: same (3.50)	
06/26/13 MAC	Review PSA and related pleadings in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs in advance of ruling on same (1.50)	1.50
06/26/13 BMK	Circulate further revised proposed order in connection with PSA motion in advance of hearing seeking approval of PSA motion due to presence of actual and potential conflict parties such as FHLB Boston and Chicago, Credit Suisse, and certain JSNs (.20)	0.20
06/26/13 JTW	Correspond with D. Bloom, P. Buenger, and B. Kotliar re: distribution of work and logistics re: providing comprehensive summary of Examiner's report (.80); begin initial review of section VII.E of Examiner's report re: breach of fiduciary duty claims (3.20)	4.00
06/27/13 BMK	Review and circulate memorandum opinion granting Debtors' PSA motion (.20); review affiliate transactions section of Examiner report, with special attention to 2006 bank transactions (1.70)	1.90
06/27/13 JTW	Complete review of Examiner's report section VII.E re: potential breach of fiduciary duty claims (1.70); prepare initial summary of section VII.E (1.70); correspond with J. Zimmer, B. Kotliar, D. Bloom, and P. Buenger re: form and depth of summary (.20)	3.60
06/27/13 DAB	Review and analyze memorandum opinion approving PSA motion in connection with Curtis handling portions of PSA reply due to presence of conflict parties FHLB Boston and Chicago, Credit Suisse and certain JSNs with specific attention to impact on case matters moving forward (.80)	0.80
06/27/13 JZ	Attend to issues regarding review of Examiner's report in connection with CMH and other Cerberus transactions handled by Curtis as conflicts counsel, including numerous correspondences with D. Bloom, P. Buenger, J. Weber, M. Gallagher, and B. Kotliar re: delegation of tasks in connection with review of relevant sections of Examiner's report and preparation of summary in connection with same (6.70)	6.70
06/28/13 TF1	Continue review of Examiner report for implications on matters handled by Curtis as conflicts counsel (.60)	0.60
06/28/13 BMK	Correspond with T. Foudy, M. Moscato, D. Bloom, P. Buenger, and J. Weber re: summarization and tasks	0.30

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related to Examiner report relevant to matters Curtis is  
handling as conflicts counsel (.30)

06/28/13 JTW Continue and complete draft summary of Examiner's  
report section VII.E re: potential claims for breach of  
fiduciary duties (3.40); correspond with T. Foudy, M.  
Moscato, P. Buenger, D. Bloom, B. Kotliar and E. Tobin re  
review of Examiners report and next steps with respect to  
JSN related issues (.50); review Examiner's report section  
VII.G (1.30); initial review of section IV.A of the  
Examiner's report (2.70) 7.90

TOTAL HOURS 220.40

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	10.70	830	8,881.00
Michael J. Moscato	Partner	25.00	785	19,625.00
Theresa A. Foudy	Partner	20.40	730	14,892.00
Michael Ari Cohen	Partner	4.70	730	3,431.00
Maryann Gallagher	Counsel	8.20	625	5,125.00
Ellen Tobin	Associate	1.50	600	900.00
Daniel A. Bloom	Associate	43.40	480	20,832.00
Peter Josef Buenger	Associate	32.70	425	13,897.50
James Zimmer	Associate	6.70	345	2,311.50
Bryan M. Kotliar	Associate	20.70	305	6,313.50
John Thomas Weber	Associate	40.10	305	12,230.50
Georgia Faust	Legal Assistant	3.20	235	752.00
Franklin R. Guenther	Legal Assistant	3.10	235	728.50
		<b>220.40</b>		<b>\$109,919.50</b>

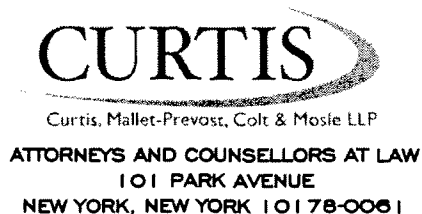
**TOTAL SERVICES \$109,919.50**

**Summary of Expenses**

External Photocopy Services	491.40
Pacer - ECF	150.40

**TOTAL EXPENSES \$641.80**

**TOTAL THIS INVOICE** \$110,561.30



Residential Capital, LLC  
1100 Virginia Drive  
MC: 190\_FTW-M01  
Fort Washington PA 19034

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SJR

Attention: Residential Capital, LLC

**Re: Adversary Proceedings and Contested Matters**

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06/03/13	BMK	Correspond with E. Tobin re: previous document requests filed in ResCap main case and document requests in adversary proceedings in other cases in connection with service of document requests and discovery on JSNs in Debtors' adversary proceeding re: extent of liens and underlying collateral where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); review documents relating to conflicts checks filed by Morrison & Foerster on main docket re: same (.20)	0.70
06/03/13	DAB	Review and analyze Debtors' amended pay-down motion and implications of same re: ongoing JSN lien litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.80); draft response to email to M. Gallagher re: same (.20)	1.00
06/03/13	ET	Review relevant documents and draft discovery requests to Junior Secured Noteholders in connection with lien adversary proceeding against Junior Secured Noteholders where Wells Fargo and noteholders UBS and Loomis are conflict parties (5.70); provide same to M. Moscato for review and analysis (.50)	6.20
06/04/13	SJR	Follow-up correspondence re: litigation schedule with respect to JSN litigation and issues related to same where Wells Fargo and noteholders UBS and Loomis are conflict parties (.40); attend to matters re: document production and general update on JSN litigation in connection with same (1.30)	1.70
06/04/13	TF1	Participate in call with J. Marines and M. Moscato re: meeting scheduled with JSNs in connection with adversary proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.10); participate in call with S. Engelhardt re: same and proposed litigation schedule (.20); correspond with M. Moscato on same (.20)	0.50
06/04/13	MJM	Participate in call with T. Foudy and J. Marines re: meeting on JSNs litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.10);	2.90

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	review and edit draft set of document requests to JSNs re: same (2.30); confer with E. Tobin re: proposed edits to document requests to JSNs re: same (.50)	
06/04/13 DAB	Review various Southern District of New York dockets and published cases for precedent document requests involving lien disputes in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.40); review and analyze results of same (.20); review JSNs' summons and notice of pretrial conference for answer deadline (.10); correspond with M. Moscato and T. Foudy re: drafting and transmitting waiver re: same (.40)	2.10
06/04/13 ET	Confer with M. Moscato re: discovery requests in connection with lien adversary proceeding against Junior Secured Noteholders and related parties including, UMB Bank, UBS, and Wells Fargo, as conflict parties (.50); review and revise document requests to JSNs re: same (1.30)	1.80
06/05/13 SJR	Attend to matters re: document production and general update on JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30); attend to matters re: JSN adversary proceeding, discovery schedule and document requests (1.80); review document requests in connection with JSN litigation and update on issues related to same (1.30)	4.40
06/05/13 TF1	Review proposed consolidation and scheduling order for JSNs' adversary proceeding and comments by Committee Counsel thereto in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.30); follow-up correspondence with E. Tobin re: progress of draft document requests to JSNs re: same (.10); gather background materials on JSNs' adversary proceedings for use at meeting re: litigation schedule at Morrison & Foerster re: same (.30); attend meeting with JSNs re: same (2.00); travel to same and review materials en route (.50)	3.20
06/05/13 DAB	Review internal precedent document requests in connection with preparation of draft of same for JSN defendants in connection with JSN lien litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50)	0.50
06/05/13 ET	Review relevant documents and revise Plaintiffs' first request for documents to Noteholders in connection with lien adversary proceeding against Noteholders, UMB Bank and Wells Fargo, as conflict parties (1.60); correspond with B. Kotliar and D. Bloom re: same (.50); correspond with T. Foudy re: rules governing discovery in adversary proceedings in connection with same (.20)	2.30



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06/06/13	SJR	Attend to matters re: document requests to JSNs and update on litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.20)	1.20
06/06/13	TF1	Review and edit draft document requests to JSNs in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.70); confer with E. Tobin and M. Moscato re: comments to same (.50)	2.20
06/06/13	MJM	Review and edit current draft of document requests to JSN Ad Hoc Group and its members in connection with JSN adversary proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.20); confer with T. Foudy and E. Tobin re: draft document requests to Ad Hoc Group and its members in connection with same (.50); review re-draft of same (.50); correspond with E. Tobin re: edits to same (.40)	2.60
06/06/13	BMK	Review Committee's adversary proceeding docket for served document requests in connection with drafting document requests and other discovery to serve on JSNs in Debtors' adversary proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.40); review Debtors' filed and amended schedules of intercompany claims in connection with same for preparation of document requests (.70); correspond with E. Tobin and D. Bloom re: same and defining "intercompany claims" for document requests (.50)	1.60
06/06/13	DAB	Review and analyze Second Circuit's order granting motion of GM Committee for leave to appeal lien termination decision, in connection with tracking issue pertaining to JSN lien litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); circulate same to T. Foudy with summary and recap of relevancy of issue (.20); review notice of Committee's filing of document requests on defendants in Committee's JSN adversary proceeding (.20); correspond with B. Kotliar and E. Tobin re: same (.30)	0.90
06/06/13	ET	Confer with M. Moscato and T. Foudy re: discovery requests to be served by Debtors in lien adversary proceeding against certain Noteholders, UMB Bank and Wells Fargo as conflict parties (.50); continue to review relevant documents and draft and revise Plaintiffs' first set of document requests to Noteholders in connection with same (1.30); review document requests served by Creditors' Committee on UMB Bank and Wells Fargo, and other relevant documents, and draft document requests to UMB Bank in connection with same (3.50); correspond with B. Kotliar and D. Bloom re: same (.30)	5.60
06/07/13	SJR	Attend to matters re: JSN litigation where defendants	2.40

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	Wells Fargo and noteholders UBS and Loomis are conflict parties, such as document production and scheduling relating to litigation strategy (.80); attend to issues re: same, including correspondence with T. Foudy, E. Tobin and M. Moscato re: update on document requests and timeline (1.60)	
06/07/13 TF1	Follow-up correspondence re: collection of information re: staffing availability for JSNs' litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50) participate in call with S. Engelhardt re: responses to document requests from Wells Fargo conflict party re: same (.10); review and provide comments to responses to document requests (.80); correspond with M. Moscato, S. Reisman and E. Tobin re: staffing of JSN litigation as well as draft document requests to Noteholders (.30); review and edit draft document requests to JSNs (.90); participate in call with J. Morris from Pachulski, Committee conflicts counsel, re: discovery requests to UMB and Wells Fargo in Committee adversary (.10); review same (.40)	3.10
06/07/13 MJM	Correspond with T. Foudy, E. Tobin, and S. Reisman re: staffing of JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.30); review current version of document requests to Ad Hoc Group in connection with same (.90); correspond with E. Tobin re: edits to document requests to Ad Hoc Group in connection with same (.30)	1.50
06/07/13 DAB	Review and analyze agreements underlying JSN dispute in connection with drafting of document requests to UMB and Wells Fargo in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.00); correspond with E. Tobin re: same (.20); draft revised definitions for UMB and Wells Fargo for inclusion in document requests in connection with same (.40); review Wells Fargo and UMB proofs of claim in connection with draft document requests (.30)	1.90
06/07/13 ET	Conduct research re: strategic issues in connection with lien adversary proceeding against Noteholders, UBS and Wells Fargo, as potential conflict parties (1.70); review and revise Plaintiffs' first set of document requests to Noteholders (1.40); review relevant documents and draft Plaintiffs' first set of document requests to UMB Bank, and provide to M. Moscato and T. Foudy for review (2.20)	5.30
06/08/13 TF1	Review correspondence re: comments and questions for adapting draft document requests for UMB and Wells Fargo in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.30)	0.30
06/08/13 ET	Review and revise Plaintiffs' first set of document	0.50

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	requests to UMB Bank as per comments from M. Moscato and T. Foudy, in connection with JSN lien litigation against among others, Wells Fargo and noteholders UBS and Loomis (.50)	
06/10/13 SJR	Follow-up correspondence with T. Foudy, M. Moscato, and E. Tobin re: matters related to JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties and scheduling of matters regarding same (.40)	0.40
06/10/13 TF1	Participate in call with Debtors, Committee, and Secured Parties re: proposed scheduling order in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.70); review and edit draft document requests to UMB Bank in connection with same (1.20); review draft scheduling order and email correspondences re: same (.50)	2.40
06/10/13 DAB	Correspond with B. Kotliar re: assembly of materials for JSN litigation status conference in connection with JSN Adversary Proceeding where defendants Wells Fargo, noteholders UBS and Loomis are conflict parties (.20)	0.20
06/10/13 ET	Review relevant documents and continue drafting and revising Plaintiffs' first set of document requests to UMB Bank and Wells Fargo, in connection with lien adversary proceeding against Noteholders, UBS and Wells Fargo, as potential conflict parties (1.70); provide same to T. Foudy and M. Moscato for review highlighting open issues (.20)	1.90
06/11/13 SJR	Attend to issues re: proposed JSN counterclaims in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.70); review outline of potential counterclaims and update on status in connection with same (1.10); review update re: chambers conference on scheduling order with respect to same (.40)	2.20
06/11/13 TF1	Revise and edit document requests to UMB and Wells Fargo in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.50); draft email forwarding same to Morrison & Foerster (.20); review submissions to Judge Glenn re: scheduling order for JSNs' disputes (.40); confer with B. Kotliar re: preparing outline of issues for use in discovery (.30); review background materials on issues, including JSNs' presentation to Debtors and research memos on legal issues and draft list of JSN counterclaims (2.00); travel to and from Court for chambers conference re: scheduling, while reviewing documents in preparation for same [billed at half-time] (.50); attend chambers conference re: scheduling order for JSNs' litigation (1.80)	6.70

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06/11/13	GF	Assist D. Bloom with preparation of materials for status conference in connection with adversary proceedings against JSNs where defendants Wells Fargo and noteholders UBS and Loomis are conflict parties (1.90)	1.90
06/11/13	BMK	Confer with T. Foudy re: assignment on outline and summary of adversary proceedings in connection with Debtors' and Committee's adversary proceedings against JSNs where Wells Fargo and noteholders UBS and Loomis are conflict parties (.30); review Debtor and Committee complaints in order to prepare "cheat sheet" summary of both for quick reference (3.50); begin drafting summary of counts of the complaint and underlying transactions (3.30)	7.10
06/11/13	DAB	Supervise preparation of materials in connection with status conference re: consolidation of JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.30); participate in portion of telephonic hearing re same (.60); review correspondence re: JSN litigation scheduling issues (.30)	1.20
06/11/13	ET	Draft and revise Plaintiffs' first set of document requests to UMB Bank and Wells Fargo in connection with lien adversary proceeding against Junior Secured Noteholders where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30); correspond with T. Foudy and M. Moscato re: same (.40)	1.70
06/12/13	SJR	Attend to issues re: JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties, chambers conference and certain issues potentially concerning mediation of same (2.30)	2.30
06/12/13	TF1	Draft summary of chambers conference re: JSNs' litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties and impact on litigation strategy (.30); review memo on rules pertinent to discovery and conduct of motion practice and trial in JSNs litigation (.20)	0.50
06/12/13	BMK	Correspond with E. Tobin re: certain potential mediation issues with respect to JSNs and consolidated adversary proceedings where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.30); continue drafting "cheat sheet" summary of Debtor and committee claims against JSNs focusing on relevant prepetition case background, documents underlying the transactions such as AFI LOC, AFI Revolver, JSN Pledge, and JSN Indenture, and important post-bankruptcy events such as asset sales to Ocwen/Berkshire and postpetition assertions made by JSNs (4.10); review and revise same with attention to relevance to counts of committee and debtor complaints (1.80)	6.20

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06/12/13 DAB	Review T. Foudy summary regarding 6/11 chambers conference in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.40); research case law re: trading walls in connection with potential Vitro order in ResCap cases and case law re: mediation issues in connection with same (2.30); draft email to E. Tobin and B. Kotliar re: same (.10)	2.80
06/13/13 SJR	Review JSN litigation issues in preparation for discovery and moving forward with trial in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30)	1.30
06/13/13 TF1	Review new proposed scheduling order for JSNs' dispute circulated by counsel for Debtors in connection with JSN Adversary Proceeding where defendants Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); continue review of memos analyzing JSNs' issues in preparation for participation in discovery and trial (.40)	0.60
06/13/13 BMK	Outline portion of Debtors' complaint against JSNs with specific attention to facts underlying transactions and elements necessary to prove claims in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (3.70); review and revise same to finalize for circulation (2.70); correspond with T. Foudy, M. Moscato, and E. Tobin re: same including draft summary and highlighting specific issues with respect to consolidated JSN adversary proceeding (.50)	5.90
06/13/13 DAB	Correspond with B. Kotliar re: summary of Debtors' complaint against JSNs where defendants Wells Fargo, UBS and Loomis are conflict parties (.40); review and comment on same (.60); provide Vitro order to T. Foudy in connection with possible mediation of same (.10)	1.10
06/14/13 TF1	Correspond with M. Moscato re: status of JSNs' litigation where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.30); review background memos on JSNs' matter, including B. Kotliar memo summarizing claims for use in discovery (.70)	1.00
06/17/13 TF1	Participate in brief call with S. Engelhardt re: JSNs' litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.10)	0.10
06/18/13 SJR	Review background re: JSN matter and summary memos from B. Kotliar re: same in connection with JSN Adversary Proceeding where defendants Wells Fargo, UBS and Loomis are conflict parties (.90)	0.90

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06/18/13 BMK	Correspond with T. Foudy re: open issues re: draft summary of consolidated JSN litigation such as AFI DIP order stipulations, indenture trustees v. collateral agents, value of Committee action, and bankruptcy law issues re: interest in connection with JSN Adversary Proceeding (.10); begin research re: same by reviewing case documents and complaints in connection with same (1.20) review AFI DIP order stipulations and Committee complaint for effect of stipulations and Debtor's preclusion from arguing same (.50); input research findings to draft summary and update per edits and comments of T. Foudy (.60)	2.40
06/19/13 SJR	Attend to comments on amended JSN complaint where defendants Wells Fargo, UBS and Loomis are conflict parties and review draft of same (1.40); review objection of Ad Hoc Group of Junior Secured Noteholders to Debtor's motion to approve settlement agreement with FGIC and matters related to same in connection with JSN Adversary Proceeding where Wells Fargo, UBS and Loomis are conflict parties (1.70)	3.10
06/19/13 TF1	Review and provide comments to various drafts of amended JSNs' complaint where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30); review memo re: goodwill as part of JSNs' lien value in connection with allegations in Debtor complaint re: same (.50); review proposed scheduling order submitted to Judge Glenn highlighting differences re: same (.30)	2.10
06/19/13 MJM	Review draft amended complaint against JSNs where defendants Wells Fargo, UBS and Loomis are conflict parties (.60); draft email to T. Foudy and S. Reisman re: proposed edits to above draft amended complaint against JSNs re: same (.30)	0.90
06/19/13 BMK	Review amended draft complaint received from Morrison & Foerster and review correspondences re: same and issues resolved by amendments in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); research duties and obligations of indenture trustees and collateral agents with respect to bond indentures and pledge and security agreements in connection with same (1.10); incorporate findings into draft summary of counts asserted in consolidated JSN adversary proceeding (.50); draft email summarizing stipulations contained in AFI DIP order and relationship to counts of Committee complaint in JSN adversary proceeding (.70); update draft summary to incorporate same and also include dollars and specific figures of each count where applicable (.50)	3.30
06/19/13 DAB	Review and comment on Debtors' amended JSN	1.20

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	complaint and draft stipulations in DIP order in relation to same in connection with JSN adversary proceeding where defendants Wells Fargo, UBS and Loomis are conflict parties (.80); review and analyze JSNs' proposed counterclaims re: same (.30); draft email to S. Reisman re Debtors' amended complaint (.10)	
06/20/13 SJR	Attend to review of ResCap amended complaint against JSNs where Wells Fargo and noteholders UBS and Loomis are conflict parties and notes re: issues related to same (1.30)	1.30
06/20/13 GF	Assist B. Kotliar with preparation of binders re: Debtors' first amended complaint filed on June 19, 2013 in ResCap v. UMB Bank adversary case where defendants Wells Fargo, UBS and Loomis are conflict parties (1.80)	1.80
06/21/13 GF	Correspond with D. Bloom re: hearing dates and scheduling order in connection with JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.40)	0.40
06/21/13 DAB	Review and circulate consolidation and scheduling order entered in JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); correspond with G. Faust re: scheduling in connection with same (.20); draft email to E. Tobin re: JSN litigation binders of recent documents re: same (.20)	0.90
06/21/13 ET	Review scheduling order entered by the Court in Debtor and Committee's adversary proceedings where Wells Fargo and noteholders UBS and Loomis are conflict parties, and correspond with M. Moscato and D. Bloom re: same (.30)	0.30
06/24/13 SJR	Attend to matters re: JSN litigation where defendants Wells Fargo, UBS and Loomis are conflict parties and review consolidated action plan re: motion practice, discovery, fact depositions, expert depositions, trial as well as time-line for same in preparation for meeting with T. Foudy and M. Moscato re: same (1.30); attend meeting with T. Foudy and M. Moscato to discuss litigation preparation, motion practice, discovery and other matters related to ResCap JSN litigation (.80); review order with time-line for JSN litigation (.40); review Ally Financial Inc.'s reply in support of motion for order authorizing plan support agreement and approval of same (.70)	3.20
06/24/13 TF1	Participate in call with M. Moscato and S. Engelhardt re: document requests to JSN defendants where Wells Fargo and noteholders UBS and Loomis are conflict parties (.40) correspond with E. Tobin re: revising document requests in light of same (.20); review scheduling order entered by Judge Glenn (.30); review draft work plan for JSNs' litigation circulated by	2.30

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Morrison & Foerster (.20); attend meeting with S. Reisman and M. Moscato to discuss same (.80); meet with E. Tobin, J. Berman, and M. Moscato to discuss work flow in connection with same (.40)

06/24/13 MJM Participate in portion of call with S. Engelhardt and T. Foudy re: workplan for JSN litigation and document requests to Defendants in JSN litigation (.30); attend meeting with S. Reisman and T. Foudy re: same re: JSN litigation strategy and workplan (.80); meet with T. Foudy, E. Tobin, and J. Berman re: workplan for JSN litigation in connection with same and follow-up with D. Bloom re: same (.40) 1.50

06/24/13 DAB Correspond with S. Reisman re: status of JSN conflict issues in connection with JSN Adversary Proceeding where Wells Fargo, UBS and Loomis are conflict parties (.20); correspond with M. Moscato and E. Tobin re: same (.10); draft list of key dates, deadlines and provisions contained in amended scheduling order entered by Court in connection with same (2.50); circulate rough draft to M. Moscato (.20); revise draft re: same including summary of litigation scheduling order and circulate same to S. Reisman, M. Moscato and T. Foudy for review (1.30) 4.30

06/24/13 ET Continue to review relevant documents and draft and revise Debtors' document requests to Ad Hoc Committee of JSNs, UMB Bank and Wells Fargo, in connection with Curtis's role as conflicts counsel, as defendants Wells Fargo, UBS and Loomis are conflict parties (2.90); correspond with M. Moscato and T. Foudy re: same (.10); meet with M. Moscato, T. Foudy and J. Berman re: case strategy in connection with same and follow-up with D. Bloom re: same (.40) 3.40

06/24/13 JCB Initial review of materials relating to claims against JSNs in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30); meet with M. Moscato, T. Foudy, and E. Tobin to discuss status of case and next steps re: same (.40) 1.70

06/25/13 TF1 Review and revise multiple drafts of document requests to UMB, Wells Fargo, and Ad Hoc Group in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (2.20); participate in call with S. Engelhardt re: revisions to same (.10); review calendar entries of key dates from scheduling order re: same (.10); meet with J. Berman to discuss tasks and preparation of work flow re: same (.40) 2.80

06/25/13 MJM Review revised document requests to JSNs, UMB, and Wells Fargo in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30); confer with E. 2.60



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	Tobin re: edits to document requests to JSNs, Wells Fargo, and UMB Bank re: same (.50); review next turn of document requests re: same (.20); review draft list of potential JSN counterclaims re: same (.30); review submissions to Examiner by JSNs and Debtors re: issues raised by complaint against JSNs (.30)	
06/25/13 MG8	Review scheduling order for JSN adversary proceedings where Wells Fargo and noteholders UBS and Loomis are conflict parties and related summary prepared by D. Bloom (.40)	0.40
06/25/13 GF	Correspond with D. Bloom re: summary of scheduling order in connection with JSN litigation where Wells Fargo, UBS and Loomis are conflict parties (.60); update internal case calendar re: scheduling important dates and deadlines in JSN litigation for circulation at request of D. Bloom (1.20)	1.80
06/25/13 BMK	Correspond with J. Berman, E. Tobin, and D. Bloom re: JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties, including project workflow chart and next steps (.50); coordinate production of necessary materials re: same such as complaints, exhibits motions to dismiss and answers (1.20); update summary of JSN adversary proceedings by incorporating recent filings such as answers and scheduling order (.50)	2.20
06/25/13 DAB	Draft email to E. Tobin re: calendar of dates and deadlines in JSN consolidated proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); correspond with G. Faust re: same (.50); correspond with E. Tobin and J. Berman re: work plan meeting for JSN litigation and JSN litigation staffing (.30)	1.00
06/25/13 SS2	Per B. Kotliar's request, prepare binders titled "Adversary Proceedings v. JSNs" and "Pleadings Filed in the Committee Adversary Proceeding Against the JSNs" in connection with JSN adversary proceeding where Wells Fargo, noteholders UBS and Loomis are conflict parties (5.50)	5.50
06/25/13 ET	Review and revise Debtors' discovery requests to defendants, Wells Fargo, UMB, and the Ad Hoc Group in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (2.20); provide same to T. Foudy and M. Moscato for review (.30) confer with M. Moscato re: same (.50); meet with J. Berman re: planning and strategy for Debtors' adversary action in connection with same (1.10)	4.10
06/25/13 JCB	Meet with E. Tobin re: review of issues and responsibilities for preparation of work product in connection with Curtis' role as conflicts counsel in	1.70

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	connection with JSN Adversary Proceeding, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.10); meet with T. Foudy re: same (.40); review work in process document in connection with same (.20)	
06/26/13 TPS	Review Examiner report as it relates to claims against CMH Holdings in connection with such matters handled by Curtis as conflicts counsel (.30); confer with M. Gallagher re: same (.10)	0.40
06/26/13 TF1	Participate in call with Committee counsel re: draft document requests to JSNs in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); participate in call with S. Engelhardt re: same and discovery work plan (.30); finalize document requests by performing final review and comment as well as attend to questions re: signatures and service in connection with same (1.10)	1.60
06/26/13 MJM	Meet with J. Berman, E. Tobin, D. Bloom, and B. Kotliar re workplan for JSN litigation where Wells Fargo, noteholders UBS and Loomis are conflict parties (1.10); begin review of sections of Examiner report relevant to JSN litigation (2.00)	3.10
06/26/13 MG8	Attend to review of Examiner's report as it relates to CMH Holdings transaction with Cerberus in connection with such matters handled by Curtis as conflicts counsel (.30); confer with T. Smith re: portion of Examiner's report discussing CMH Holdings transaction with Cerberus (.10)	0.40
06/26/13 BMK	Prepare necessary materials and review draft memorandum, summaries, and pleadings re: JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); meet with M. Moscato, E. Tobin, J. Berman, and D. Bloom to discuss work flow chart, open issues, and scheduling order re: Debtors' litigation against JSNs and matters handled by Curtis (1.10); coordinate with B. Patane re: production of Examiner report relevant to JSN issues for discussion in connection with JSN adversary proceedings (.20); correspond with E. Tobin and D. Bloom re: email service of attorneys for counsel to UMB Bank, Wells Fargo, and Ad Hoc Group of JSNs re: service of document requests (.50); coordinate with F. Guenther re: production of affidavit of service re: same (.50); correspond with E. Tobin re: same and updating service list to reflect additional parties (.30); review research and analysis performed with respect to counts of Debtor complaint against JSNs to begin work in process flow chart (.70); confer with D. Bloom re: Examiner report issues underlying JSN adversary proceeding and project next steps (.10)	3.90

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06/26/13 DAB	Review sample work in process chart for use in JSN litigation per J. Berman's request in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.30); confer with B. Kotliar re: work product for meeting in connection with same (.10); meet with M. Moscato, E. Tobin, B. Kotliar and J. Berman to plan JSN litigation workflow and discuss dates and deadlines re: same (1.10) review T. Foudy's email re: Morrison & Foerster's draft work plan for JSN litigation (.20); review subsequent correspondence from Morrison & Foerster re: same (.40); draft and send email to E. Tobin re: signature of JSN pleadings and service of filings in JSN adversary action and review dockets in connection with same (.60); draft and revise list of service parties for service of discovery requests on JSNs (.80); correspond with B. Kotliar and E. Tobin re: same (.10); draft response to J. Berman email re Morrison & Foerster workplan (.10); review and analyze section of Examiner report detailing prepetition credit agreement and JSN issues in connection with releases of collateral for purpose of assessing impact on JSN litigation (1.80); draft and circulate email summarizing same to M. Moscato and T. Foudy (.60)	6.10
06/26/13 FRG	Prepare binder re: adversary proceedings against JSNs per B. Kotliar's request in connection with JSN adversary proceeding where defendants Wells Fargo, noteholders UBS and Loomis are conflict parties (.50); draft service list for document requests re: same and submit to B. Kotliar for review (.50)	1.00
06/26/13 ET	Meet with M. Moscato, J. Berman, D. Bloom and B. Kotliar re: planning and strategy for Debtors' adversary action against JSNs where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.10); review and revise Debtors' discovery requests to Ad Hoc Committee of JSNs, Wells Fargo and UMB Bank (.90); correspond with M. Moscato and T. Foudy re: same (.40); serve Debtors' discovery requests by email on all counsel in Debtors' and Committee's adversary actions (.10); correspond with D. Bloom and B. Kotliar re: same (.40); begin review of Examiner's report, focusing on issues related to JSN adversary action re: same (.50)	3.40
06/26/13 JZ	Review Examiner's report in connection with CMH, other Cerberus transactions handled by Curtis as conflicts counsel, as well as treatment of certain estate causes of action, including correspondences with D. Bloom, P. Buenger, J. Weber, M. Gallagher, and B. Kotliar re: delegation of tasks in connection with review of relevant sections of Examiner's report and preparation of summary in connection with same (5.90)	5.90

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06/26/13 JCB	Meet with M. Moscato, E. Tobin, D. Bloom, and B. Kotliar to discuss upcoming deadlines in connection with JSN Adversary Proceeding and preparation of work product in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.10); preliminary review of Examiner report in connection with same (1.50); review core case documents, including committee complaint, partial answers, motion to dismiss and underlying agreements in connection with same (4.60)	7.20
06/27/13 TPS	Review summary of Examiner's conclusions re: issues in connection with CMH Holdings matters handled by Curtis as conflicts counsel, as Cerberus is a conflict party (.40)	0.40
06/27/13 TF1	Draft email correspondence re: service of various document requests and "meet and confer" disputes re: same in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.40); confer with M. Moscato on same and review of Examiner report re: conclusions with respect to JSN claims (.20); continue review of Examiner report re: same (.90)	1.50
06/27/13 MJM	Review JSNs' and other defendants' document requests and interrogatories in connection with JSN Adversary Proceeding where Wells Fargo, noteholders UBS and Loomis are conflict parties (1.10); confer with T. Foudy re: review of Examiner report (.20); continue review of sections of Examiner's report relevant to JSNs litigation (3.10); review email correspondences re: discovery requests and "meet-and-confer" scheduling in connection with same (.10)	4.50
06/27/13 BMK	Review documents and materials underlying transactions subject to Debtor and Committee adversary proceedings against JSNs where defendants Wells Fargo, UBS and Loomis are conflict parties in order to streamline procedures and update work flow process chart (.90); correspond with D. Bloom re: same, including work in process chart, next steps, and open issues (.30); review and provide comments to work flow chart and finalize for circulation (.30); coordinate with S. Soriano re: production of document requests filed by Debtors against defendants to JSN Adversary Proceeding and all document requests filed by all parties either on Debtors or in Debtor proceeding against JSNs (.50); coordinate with F. Guenther and update certificate of service re: document requests on JSN adversary proceeding defendants (.40); correspond with E. Tobin re: same and document requests (.30); review introduction to Examiner report with specific attention to issues relating to JSNs' loan	3.30

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agreements and liens (.60)

06/27/13 DAB	Draft and edit work in process chart mapping out Curtis' and Morrison & Foerster's work allocation, dates and deadlines for JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties and incorporate key dates and deadlines from scheduling order, Morrison & Foerster workflow emails and chart, and internal dates and deadlines list (3.40); review local rules with respect to interrogatories for J. Berman and follow-up correspondence re: same (.60); correspond with B. Kotliar re: same (.20); review and analyze Wells Fargo's document requests and interrogatory requests per direction of J. Berman in connection with same (1.00); review email from Committee counsel to Reed Smith re: scope of discovery in connection with same (.10); review M. Moscato email re: discovery correspondence in connection with same (.20); review Kramer Levin email re: meet and confer in connection with same (.10); revise work in process chart per J. Berman, E. Tobin, and M. Moscato comments in connection with same (.80); revise summary of scheduling order key dates and deadlines per M. Moscato and J. Berman comments to same (.50); draft email to M. Moscato re: collection of discovery related documents in connection with same (.10); correspond with E. Tobin, B. Forman, B. Kotliar and S. Soriano re: document request binders in connection with JSN adversary proceedings where Wells Fargo, noteholders UBS and Loomis are potential conflict parties (.60); review draft binder index re: same (.40)	8.00
06/27/13 FRG	Prepare Certificate of Service for document requests in Wells Fargo adversary proceeding, per B. Kotliar's request in connection with JSN Adversary Proceedings where Wells Fargo, noteholders UBS and Loomis are conflict parties (.70)	0.70
06/27/13 SS2	Prepare binder "Initial Document Requests and Interrogatories JSN Litigation June 26, 2013" for M. Moscato, J. Berman, T. Foudy, E. Tobin, S. Reisman, D. Bloom and B. Kotliar in connection with JSN adversary proceedings where Wells Fargo, noteholders UBS and Loomis are conflict parties (5.50)	5.50
06/27/13 ET	Correspond with D. Bloom and B. Kotliar re: discovery requests served in Debtors' and Committee's adversary actions against JSNs, in connection with Curtis' role as conflicts counsel, as defendants Wells Fargo, noteholders UBS and Loomis are conflict parties (.50)	0.50
06/27/13 JZ	Draft correspondence to T. Smith re: conclusion of Examiner's report with respect to CMH transaction in connection with such matters handled by Curtis as conflicts counsel (.30)	0.30
06/27/13 JCB	Prepare work in process document in connection with	5.10

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JSN Adversary Proceeding where defendants Wells Fargo, UBS and Loomis are conflict parties (.20); review local bankruptcy rule re: interrogatories in connection with same (.20); review document requests and interrogatories served upon Debtors and Committee in connection with same (.40); review Curtis work product analyzing claims in adversary proceedings re: same (1.70); review Examiner report re: same (2.60)

06/28/13 SJR	Review correspondence from Chris Shore at White & Case re: JSN's allegations of potential conflict and discovery matters and follow-up correspondence with T. Foudy and M. Moscato re: response to same (1.60)	1.60
06/28/13 TF1	Correspond with J. Marines of Morrison & Foerster re: C. Shore letter discussing inter-company claims, and mediation status in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); review letter from C. Shore re: intercompany claims (.20); meet with M. Moscato, B. Kotliar, D. Bloom, E. Tobin, M. Gallagher and J. Berman to discuss review of Examiner report in connection with same (.60); review emails concerning "meet and confer" on document requests re: same (.40); correspond with S. Reisman re: mediation of JSNs' dispute (.10)	1.50
06/28/13 MJM	Meet with T. Foudy, J. Berman, M. Gallagher, D. Bloom, E. Tobin and B. Kotliar to discuss issues related to JSN litigation where Wells Fargo, noteholders UBS and Loomis are conflict parties, including review of Examiner report in connection with same (.60)	0.60
06/28/13 MG8	Meet with T. Foudy, M. Moscato, D. Bloom, J. Berman, T. Foudy and B. Kotliar re: issues related to JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties, including Examiner's report and anticipated answers and counterclaims (.60)	0.60
06/28/13 BMK	Review and revise draft work in process chart with respect to key dates, personnel, staffing, and timing issues in connection with JSN consolidated litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.60); correspond with D. Bloom re: same (.30); attend meeting with T. Foudy, M. Moscato, J. Berman, E. Tobin, M. Gallagher and D. Bloom re: same and open issues (.60); correspond with D. Bloom re: impact of Examiner report on certain issues in connection with Debtor complaint in consolidated adversary action against JSNs (.20); email correspondence with J. Berman and E. Tobin re: draft chart of claims, documents, and Examiner report materials and summary of complaint counts in connection with same (.30); review Examiner report re: 2008 bank transactions for issues relevant to potential	3.40

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	avoidance actions the JSNs assert are subject to their liens (1.40)	
06/28/13 DAB	Meet with T. Foudy, M. Moscato, J. Berman, E. Tobin and B. Kotliar re: Examiner report and other JSN-related litigation tasks in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.60); correspond with B. Kotliar re: documents required for same (.30); conduct further research re: scope of interrogatories for J. Berman in connection with same (.40); continue revisions to global task chart for JSN litigation per J. Berman comments re: same (.80); draft response to T. Foudy email re: scheduling conference re: same (.10); draft "issue spotter" for use with Examiner report review in connection with JSN litigation issues and send to B. Kotliar (.80)	3.00
06/28/13 ET	Meet with M. Moscato, T. Foudy, J. Berman, B. Kotliar, D. Bloom, and M. Gallagher re: strategic issues re: Debtors' and Committee's adversary actions against JSNs, in connection with Curtis' role as conflicts counsel, as defendants Wells Fargo, UBS and Loomis are potential conflict parties (.60); review and analyze amended complaint and relevant documents in connection with same (1.00)	1.60
06/28/13 JZ	Review and draft summary of Examiners report with respect to CMH Holdings issues and other Cerberus conflict parties handled by Curtis as well as treatment of other estate causes of action (7.10); correspondence throughout the day with P. Buenger, D. Bloom, B. Kotliar and J. Weber re: issues related to same (1.50)	8.60
06/28/13 JCB	Meet with M. Moscato, T. Foudy, M. Gallagher, E. Tobin, D. Bloom and B. Kotliar re: allocation of responsibilities, review of Examiner report and other issues in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties and related follow-up (.60); review and revise work in process document in connection with same (.50); review Curtis' work product to determine areas where additional legal research is needed re: same (1.10); review motion papers filed in adversary proceeding re: same (1.20); additional review of underlying case documents re: same (1.50)	4.90
06/29/13 SJR	Review answer, affirmative defenses and counterclaims of Defendants in connection with JSN litigation where defendants Wells Fargo, UBS and Loomis are conflict parties (2.20); follow-up correspondence re: matters to be addressed by Curtis as conflicts counsel in connection with same (1.10); review internal email correspondence re research in connection with counterclaims (.70); attend to matters re: counterclaims and analysis of same in connection	9.60

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with JSN litigation (2.20); meet with T. Foudy, M. Moscato, M. Gallagher, J. Weber and B. Kotliar to discuss research issues and matters related to JSN litigation and response to counterclaims in connection with JSN Adversary Proceeding (1.30); review research related to same (2.10)

06/29/13 TF1	Coordinate with M. Moscato, J. Berman, B. Kotliar and M. Gallagher throughout day on analysis of counterclaims in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties and legal research on traceability in connection therewith (1.10); meet with S. Reisman, M. Moscato, J. Weber and B. Kotliar re: research and follow-up re: same (1.30); review and revise multiple drafts of counterclaim chart and review counterclaims in connection therewith (2.60); confer with J. Berman on tasks re: same (.30); meet with M. Jones to discuss drafting of chart re: same (.20); review and provide comments to Morrison & Foerster on draft letter to Judge Glenn, including drafting section of letter relating to counterclaims re: same (2.20)	7.70
06/29/13 MJM	Review JSNs' answer and counterclaims to Debtors amended complaint in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30); review emails from Morrison & Foerster re: legal issues to be researched in connection with same (.30); correspond with T. Foudy, B. Kotliar, and J. Weber re: focusing legal research to address traceability of JSNs' liens on alleged direct and estate claims re: same (.40); draft follow-up email outlining the "tracing" issue to be researched re: same (.30); review letter from JSNs re: conflicts issues with respect to counsel retained in Chapter 11 cases (.20); review draft letter to Judge Glenn re: JSNs' conduct (.20); follow-up correspondence with T. Foudy re: chart of counterclaims in connection with JSN litigation (.30) meet with S. Reisman, T. Foudy, M. Gallagher, J. Weber, and B. Kotliar re: legal research issue and chart of counterclaims re: same (1.30); review T. Foudy's edits to draft letter to Judge Glenn (.20); follow-up with T. Foudy re: same and status of research project re: same (.30); correspond with T. Foudy, J. Berman, J. Weber, and B. Kotliar re: status of legal research re: traceability of JSNs' lien on contract claim recoveries against Ally (.50)	5.30
06/29/13 MG8	Meet with M. Moscato, T. Foudy, S. Reisman, J. Weber, and B. Kotliar re: research and additional tasks to complete in connection with JSN's answer and counterclaims to declaratory judgment complaint where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.30); review and comment on draft letter to Judge Glenn requesting status	1.60



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conference in connection with recent actions of counsel to JSNs and follow-up with T. Foudy in connection with JSN Adversary Proceeding where Wells Fargo, noteholders UBS and Loomis are conflict parties (.30)

06/29/13 MPJ	Meet with T. Foudy re: background to case and assignment regarding creation of chart of Defendants' counterclaims in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); review counterclaims asserted in Defendants' affirmative defenses and counterclaims in connection with same (2.00); prepare and correspond with T. Foudy and J. Berman re: chart summarizing each asserted counterclaim in connection with same (5.00)	7.20
06/29/13 BMK	Draft email to T. Goren at Morrison & Foerster re: traceability and allocation issues regarding Ally Contribution and Global Settlement as it relates to certain collateral that the JSNs assert liens on in the consolidated adversary proceeding where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.80); email correspondence with M. Moscato re: same (.50); discuss follow-up research issues with M. Moscato and J. Weber re: same (.50); prepare for meeting by reviewing prior memorandum re: liens on avoidance actions and other case law research and issues presented for additional follow-up in connection with same (.30); meet with S. Reisman, T. Foudy, M. Moscato, M. Gallagher and J. Weber re: same and allocation of Ally Contribution issues (1.30); perform initial research re: allocation of settlement proceeds and traceability of same in the context of global settlements (1.00); perform research re: burden of proof with respect to secured creditors' assertion of liens on settlement proceeds (2.10); correspond with J. Weber re: same (.40); perform research re: liens on global settlements and allocating global settlements (2.80); follow-up correspondence with J. Weber and J. Berman re same (.40); draft outline and portions of memorandum summarizing research findings (.70); review research project and highlight open issues for additional research (1.00); supplement draft memorandum with case citations re: traceability and allocation cases (.50); revise structure of memorandum and potential proposals for solution (.50)	12.80
06/29/13 JTW	Meet with T. Foudy, S. Reisman, M. Moscato, M. Gallagher and B. Kotliar re: conducting research as to global settlement's effect on JSNs' liens on potential causes of action Debtors' may have against Ally in connection with JSN Adversary Proceeding where Wells Fargo, noteholders UBS and Loomis are potential conflict parties (1.30); conduct research re: same (3.10); conduct research re: burden of proof with respect to tracing liens on settlement proceeds (2.10);	13.90

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	conduct research re: allocation of settlement proceeds (2.60); conduct research re: allocation of proceeds in 9019 context and correspond with D. Bloom and J. Berman re: same (3.20); correspond with J. Berman and B. Kotliar re: draft memorandum summarizing research for Morrison & Foerster team (.40); assist in drafting of memorandum with respect to language and supporting authority in connection with same (1.20)	
06/29/13 DAB	Correspond throughout the day with J. Weber and B. Kotliar re: time-sensitive research re: whether JSNs have a lien on the Ally Contribution, and requirement of JSNs to trace their lien on certain settled claims per applicable case law in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.50); extensive research regarding same (3.00)	4.50
06/29/13 JZ	Continue to review and draft summary of Examiner's report with respect to CMH Holdings issues, including numerous Cerberus conflict parties and analysis of potential avoidance action issues related to same (4.10)	4.10
06/29/13 JCB	Confer with T. Foudy re: preparing work product relating to JSN answer and counterclaims in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.30); correspond with D. Bloom, B. Kotliar and J. Weber re: researching tracing and allocation issue with respect to JSNs' request for a declaration that it is entitled to maintain its lien on the contract claims released in Ally settlement (.90); correspondences with T. Foudy and M. Jones re: preparation of chart summarizing counterclaims (.50); review chart summarizing counterclaims (.40); research case law re: allocation of settlement proceeds (3.20); draft and revise memorandum re: ability of JSNs' to obtain judicial allocation of the settlement amount (1.60)	6.90
06/30/13 SJR	Review draft correspondence to Judge Glenn re: issues related to JSN litigation in connection with JSN Adversary Proceeding and alleged conflict with Morrison & Foerster, discovery issues and other matters (1.60)	1.60
06/30/13 TF1	Continue and finish review of counterclaims chart in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (3.00); draft email forwarding same to Morrison & Foerster's G. Lee, T. Goren, L. Marinuzzi, J. Levitt, and S. Engelhardt including analysis re: same (.60); review comments from Committee counsel to draft letter to Judge Glenn on C. Shore letter re: alleged conflicts of counsel and JSN litigation (.20); draft emails to Morrison & Foerster on same (.30); revise letter in	5.90

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light of Committee counsel comments re: same (.90);  
review memorandum re: tracing of liens to AFI settlement  
proceeds (.40); confer with M. Moscato and J. Berman re:  
comments to same (.50)

06/30/13 MJM	Participate in conference call with J. Berman, D. Bloom, J. Weber, and B. Kotliar re: legal research concerning tracing and allocation of settlement proceeds in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); review T. Foudy's draft chart of counterclaims re: same (.50); correspond with T. Foudy re same (.30); review draft memorandum of law re: tracing and allocation of AFI settlement proceeds (1.10); confer with J. Berman and T. Foudy re: draft memorandum of law re: tracing and allocation of settlement proceeds (.50)	2.90
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06/30/13 BMK	Review and revise memorandum focusing on relevant case background, citations to the docket, relevant case pleadings regarding the JSNs' assertions and liens, and cases relied upon to support arguments re: allocation of AFI settlement proceeds in connection with consolidated adversary action against JSNs where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.20); correspond with D. Bloom and J. Weber re: same (.50); participate in teleconference with M. Moscato, D. Bloom, J. Berman, and J. Weber re: same (.50); perform additional research re: potential arguments re: allocation of proceeds and liens on settlements in light of section 552 of the Bankruptcy Code (2.70); review and revise memorandum re: same (.70); correspond with J. Berman and D. Bloom re: resolving open research issues and necessary follow-up to complete memorandum re: same (.20); draft document tracking research performed and materials in connection with Debtor complaint and JSN counterclaims to streamline case procedures (.60)	6.40
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06/30/13 JTW	Continue research on issue of whether tracing of settlement proceeds to particular cause of action settled by Ally Contribution is necessary for JSNs lien to have effect in connection with JSN Adversary Proceeding where Wells Fargo, noteholders UBS and Loomis are conflict parties (1.40); participate in conference call with M Moscato, J. Berman, D. Bloom and B. Kotliar re: status of research and next steps in connection with same and follow-up related to same (.50); assist in drafting memorandum for Morrison & Foerster's team re: JSNs lien's status on proceeds of the Ally Contribution under PSA (.80); correspond with D. Bloom and B. Kotliar re: same (.70); conduct research re: applicable standard in adversary proceedings under Bankruptcy Rule 7001(2) & (9) to determine the extent of a party's lien (2.00); conduct	10.90
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research re: section 506 of the Bankruptcy Code and Bankruptcy Rule 3012 re: standard and process for valuation of security interest in contract claim as general intangible (2.20); provide comments to draft memorandum (.30); correspond with B. Kotliar and D. Bloom re: next steps and finalization of memorandum (.10); review authority cited in memorandum re: bankruptcy Court's authority to allocate settlement proceeds in connection with JSN Adversary Proceedings where Wells Fargo, noteholders UBS and Loomis are potential conflict parties (.90); conduct further research re: same (1.60); correspond with D. Bloom re: applicability of allocation of Ally Contribution to JSN's established by PSA and approval through Rule 9019 (.40)

06/30/13 DAB	Correspond throughout the day with J. Weber, B. Kotliar and J. Berman re: research re: tracing and allocation requirement with respect to the settlement of Debtor claims against AFI, including AFI contract claims in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (2.50); conduct research on case law re: same within published and unpublished bankruptcy and appellate case law and secondary materials (3.50); participate in conference call with M. Moscato, J. Berman, J. Weber and B. Kotliar re: status of research re: same (.50); conduct further research re: same per guidance provided by same (2.00); draft detailed memorandum analyzing case law re: allocation of settlement proceeds and incorporating research findings and applying same to facts at issue in ResCap (3.00); correspond with J. Berman re: follow-up research necessary with respect to allocation of settlement proceeds (.30); perform follow-up research per J. Berman's request regarding same (2.50); draft analysis of additional case law per follow-up research (.30)	14.60
06/30/13 ET	Review and analyze answer and counterclaims filed by UMB Bank and JSNs and revise summary and analysis of same in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (3.10); follow-up correspondence with J. Berman re: issues related to same (.50); email correspondence with M. Moscato and T. Foudy re: same (.30); conduct research re: issues related to valuation of secured creditors' claims re: same (.50)	4.40
06/30/13 JZ	Continue review and draft summary of Examiner's report with respect to CMH Holdings issues, including numerous Cerberus conflict parties and avoidance action issues related to same (3.90)	3.90
06/30/13 JCB	Participate in conference call with M. Moscato, J.	7.30

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Weber, B. Kotliar and D. Bloom re: memorandum analyzing JSNs' ability to obtain judicial allocation of settlement proceeds in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); confer with T. Foudy and M. Moscato re: draft memorandum of law re: tracing and allocation of settlement proceeds (.50); research case law for inclusion in memorandum re: same (2.30); draft and revise memorandum re: same (1.80); follow-up research and revisions consistent with M. Moscato and T. Foudy comments re: same (1.90); correspond with E. Tobin re: upcoming deadlines for JSN litigation matters and allocation of responsibilities re: same (.30)

TOTAL HOURS 381.10

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	37.20	830	30,876.00
Turner P. Smith	Partner	0.80	830	664.00
Michael J. Moscato	Partner	28.40	785	22,294.00
Theresa A. Foudy	Partner	46.00	730	33,580.00
Maryann Gallagher	Counsel	3.00	625	1,875.00
Ellen Tobin	Associate	43.00	600	25,800.00
Jeffrey C. Berman	Associate	34.80	600	20,880.00
Daniel A. Bloom	Associate	55.30	480	26,544.00
James Zimmer	Associate	22.80	345	7,866.00
Michael P. Jones	Associate	7.20	305	2,196.00
Bryan M. Kotliar	Associate	59.20	305	18,056.00
John Thomas Weber	Associate	24.80	305	7,564.00
Georgia Faust	Legal Assistant	5.90	235	1,386.50
Franklin R. Guenther	Legal Assistant	1.70	235	399.50
Sheyla Soriano	Legal Assistant	11.00	235	2,585.00
		<b>381.10</b>		<b>\$202,566.00</b>

**TOTAL SERVICES \$202,566.00**

**Summary of Expenses**

External Photocopy Services	944.20
Pacer - ECF	21.00

**TOTAL EXPENSES \$965.20**

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**TOTAL THIS INVOICE**

**\$203,531.20**

# CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW**  
**101 PARK AVENUE**  
**NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
1100 Virginia Drive  
MC: 190\_FTW-M01  
Fort Washington PA 19034

September 24, 2013

Inv. # 1589852  
Our Ref. 062108-000500  
SJR

Attention: Residential Capital, LLC

**Re: Plan and Disclosure Statements**

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06/14/13	SJR	Review draft of disclosure statement in ResCap case and note comments re: same re: matters being addressed by Curtis as conflicts counsel and attend to global plan support agreement information contained therein (2.70)	2.70
06/17/13	SJR	Continue review of disclosure statement draft re: matters being addressed by Curtis and review of edits to proposed disclosure statement in connection with comments on same (3.40); review and comment on draft of same in ResCap case in an effort to communicate comments back to Morrison & Foerster related to conflict matters and other matters being addressed by Curtis as conflicts counsel (4.80)	8.20
06/17/13	TF1	Begin review and comment upon draft disclosure statement including with respect to matters handled by Curtis throughout Chapter 11 cases as conflicts counsel, which include subordination adversary proceeding involving conflict parties AIG, Allstate and Prudential and JSN litigation involving conflict parties Wells Fargo, UBS and Loomis (3.30)	3.30
06/17/13	BMK	Review initial correspondence from Morrison & Foerster re: draft disclosure statement in connection with matters handled by Curtis as conflicts counsel, which include subordination adversary proceeding involving conflict parties AIG, Allstate and Prudential and JSN litigation involving conflict parties Wells Fargo, UBS and Loomis (.10); review disclosure statement in order to provide edits and comments to Morrison & Foerster in connection with same (1.40); correspond with T. Foudy re: same (.10); confer with D. Bloom (.50)	2.10
06/17/13	DAB	Extensive review and revisions to Morrison & Foerster's draft disclosure statement per T. Foudy request with particular attention to description of various pre and post-petition litigations and provisions in PSA and term sheets to ensure accuracy with respect to matters handled by Curtis as conflicts counsel (5.50); correspond with B. Kotliar and T. Foudy re: issues in connection with same (.50); correspond with T. Foudy	7.80

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	re: unscheduled chambers conference and obtaining transcript re: same (.30); confer with B. Kotliar re: edits and comments to draft disclosure statement (.50); review, analyze and summarize transcript of chambers conference (1.00)	
06/18/13 SJR	Continue review and provide comments to draft disclosure statement, including review of comments from attorneys at Curtis to same in ResCap case and in connection with matters handled by Curtis as conflicts counsel, which include subordination adversary proceeding involving conflict parties AIG, Allstate and Prudential and JSN litigation involving conflict parties Wells Fargo, UBS and Loomis (4.80)	4.80
06/18/13 TF1	Finish review and provide comments to draft disclosure statement including with respect to matters handled by Curtis throughout Chapter 11 cases as conflicts counsel, which include subordination adversary proceeding involving conflict parties AIG, Allstate and Prudential and JSN litigation involving conflict parties Wells Fargo, UBS and Loomis (4.50); review comments to draft disclosure statement by B. Kotliar and D. Bloom (1.30); draft email forwarding collective Curtis comments to disclosure statement to Morrison & Foerster (.10)	5.90
06/18/13 BMK	Correspond with T. Foudy re: initial edits and comments to draft disclosure statement received from Morrison & Foerster in connection with matters handled by Curtis as conflicts counsel (.10); review T. Foudy edits and comments to same and input to global document tracking Curtis comments (2.20); review and revise portion of draft disclosure statement related to matters handled by Curtis such as SUN Trustee standing motion and subordination adversary proceedings to reflect case history and status of issues (.90); confer with D. Bloom re: issues raised by draft disclosure statement and his edits and comments to same (.50); input additional edits and comments of D. Bloom to draft disclosure statement with specific attention to defined terms and consistency throughout document (2.20); review and revise draft disclosure statement globally for defined terms, uniform descriptions, and other format-type issues (1.70)	7.60
06/18/13 DAB	Further extensive review and revisions to Morrison & Foerster's draft disclosure statement per T. Foudy request with particular attention to description of various pre and post-petition litigations and provisions in PSA and term sheets to ensure accuracy including review of conflict matters handled by Curtis (3.80); correspond with B. Kotliar and T. Foudy re: issues in connection with same (.30); confer with B. Kotliar re: edits and comments to draft disclosure statement (.50)	4.60



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06/27/13 MG8	Review opinion issued in connection with approval of Debtors' motion to enter into PSA in connection with Curtis' representation of Debtors with respect to numerous conflicts parties, including numerous investors who are defendants in subordination adversary proceeding, such as AIG, Aetna, Allstate and Prudential (1.10)	1.10
06/28/13 SJR	Review draft of Joint Chapter 11 Plan proposed by ResCap and Official Committee of Unsecured Creditors in ResCap bankruptcy case and provide comments to same (4.70); review of mark-up of draft Plan of Reorganization in ResCap case with comments from Official Committee of Unsecured Creditors (3.00)	7.70
06/28/13 TF1	Begin review and marking of changes on draft Plan (4.20); coordinate with M. Gallagher, M. Cohen, and B. Kotliar re: providing collective comments to Morrison & Foerster (.30)	4.50
06/28/13 MG8	Review correspondence from J. Marines re: request for Curtis comments to draft proposed Joint Plan circulated by counsel to the Committee (.20); correspond with T. Foudy re: proposed Joint Plan (.40); begin review and detailed comment on same, particularly with respect to areas addressing JSNs, SUNs and Private Securities Claims where Curtis has had a significant role due to Morrison & Foerster's conflict with holders of those claims, including, among others, Wells Fargo, AIG and Prudential (2.70)	3.30
06/28/13 MAC	Review and comment on proposed Joint Chapter 11 Plan of Reorganization in connection with Curtis' role as conflicts counsel to Debtors (9.00); confer with B. Kotliar re: plan issues (.30)	9.30
06/28/13 GF	Prepare binder of materials related to PSA and disclosure statement for M. Cohen as per D. Bloom's request (.60); correspond with D. Bloom re: same (.20)	0.80
06/28/13 BMK	Correspond with T. Foudy and M. Gallagher re: Curtis comments to draft plan to prepare for deadline to file in order to comply with certain milestones under PSA (.30); review plan draft and compare to term sheet and provisions contemplated by the PSA specifically in connection with the treatment of Private Securities Claims Trust and subordination adversary proceeding handled by Curtis (2.10); correspond with T. Foudy re: same and open issues resolving treatment of certain securities claims not covered by Private Securities Claims Trust (.70); correspond with T. Foudy re: edits and comments to draft plan (.20); confer with M. Cohen re: issues to same (.30)	3.60
06/29/13 SJR	Review and mark-up of comments of Plan of Reorganization of ResCap to be provided to Morrison &	3.20

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	Foerster in connection with matters handled by Curtis as conflicts counsel (3.20)	
06/29/13 TF1	Finish review of and provide comments on draft Plan to Morrison & Foerster including case matters handled by Curtis as conflicts counsel (2.50)	2.50
06/29/13 MG8	Continue to review and comment on draft proposed Joint Chapter 11 plan in connection with matters handled by Curtis as conflicts counsel in order to meet deadline (5.00); draft follow-up correspondence to B. Kotliar re: same (.20)	5.20
06/29/13 BMK	Review and revise plan draft per edits and comments of T. Foudy, M. Gallagher, and M. Cohen in order to provide markup to Morrison & Foerster reflecting collective Curtis comments in connection with matters handled by Curtis as conflicts counsel (2.70); correspond with T. Foudy and M. Gallagher re: same (.20); draft email to Morrison & Foerster summarizing major substantive issues and comments supplied by Curtis (.40); follow-up email correspondences with T. Foudy and M. Gallagher re: same (.10)	3.40
06/30/13 MG8	Further review and comment on draft plan in connection with matters handled by Curtis as conflicts counsel (8.30); correspond with B. Kotliar re: same (.20)	8.50
06/30/13 BMK	Reiew and revise draft Chapter 11 Plan of Reorganization per edits and comments of M. Gallagher in connection with matters handled by Curtis as conflicts counsel (2.10); follow-up correspondence with M. Gallagher re: same (.20)	2.30
TOTAL HOURS		102.40

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	26.60	830	22,078.00
Theresa A. Foudy	Partner	16.20	730	11,826.00
Michael Ari Cohen	Partner	9.30	730	6,789.00
Maryann Gallagher	Counsel	18.10	625	11,312.50
Daniel A. Bloom	Associate	12.40	480	5,952.00
Bryan M. Kotliar	Associate	19.00	305	5,795.00
Georgia Faust	Legal Assistant	0.80	235	188.00
		<b>102.40</b>		<b>\$63,940.50</b>

**TOTAL SERVICES**

**\$63,940.50**

September 24, 2013  
Inv # 1589852  
Our Ref # 062108-000500

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**TOTAL THIS INVOICE**

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**\$63,940.50**

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Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
1100 Virginia Drive  
MC: 190\_FTW-M01  
Fort Washington PA 19034

September 24, 2013

Inv. # 1589853  
Our Ref. 062108-000700  
SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

06/07/13	BMK	Review and revise March fee statement cover memo re: narratives and description of work performed for March fee period (.30); correspond with D. Bloom re: same (.20)	0.50
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TOTAL HOURS	0.50
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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bryan M. Kotliar	Associate	0.50	305	152.50
		<b>0.50</b>		<b>\$152.50</b>
	<b>TOTAL SERVICES</b>			<b>\$152.50</b>
	<b>TOTAL THIS INVOICE</b>			<b>\$152.50</b>

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW****101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

October 09, 2013

Inv. # 1591220  
 Our Ref. 062108-000100  
 SJR

Attention: Residential Capital, LLC

**Re: Case Administration**

07/02/13 BP	Update internal case calendar to reflect hearing dates and deadlines as set by the court (.40)	0.40
07/08/13 MG8	Attend to review of docket activity, including numerous responses to claims objection, notices of adjournment of discovery hearing, scheduling order for FGIC settlement, and agenda for July 10 hearing in connection with Curtis' role as Debtors' conflicts counsel (.40)	0.40
07/08/13 GF	Update internal case calendar to reflect status conference re: JSN discovery and Third Interim Fee Application deadline and review relevant materials on same (.40)	0.40
07/09/13 DAB	Correspond with M. Gallagher re: omnibus hearing attendance (.20)	0.20
07/09/13 BP	Update internal case calendar to reflect hearing dates and deadlines as set by the court (.20)	0.20
07/10/13 JTW	Participate in court-call re: omnibus hearing on 7/10 at which the Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3374] and related matters (1.00); draft summary of Court's ruling for S. Reisman, T. Foudy, M. Moscato, J. Berman, E. Tobin, D. Bloom, E. Combs, M. Jones and B. Kotliar re: cash collateral and the parties reservation of rights to later challenge the Debtors' use of cash collateral after May 14, 2013 (.30)	1.30
07/10/13 BP	Update internal case calendar to reflect hearing dates and deadlines as set by the court (.20)	0.20
07/11/13 MG8	Attend to review of recent docket activity in connection with Curtis' role as Debtors' conflicts counsel, including brief review of recently filed claims objections, motion to abandon certain assets, agenda for July 15 hearings, and various stipulations and orders (.50)	0.50
07/15/13 MG8	Attend to brief review of recent docket activity in connection with Curtis' role as Debtors' conflicts	0.60

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Our Ref # 062108-000100

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	counsel (.60)	
07/15/13 GF	Coordinate CourtCall listen line for D. Bloom for Residential Capital 7/17 telephonic hearing (.50); attend to drafting and circulation of updated court dates for case team reference (.30)	0.80
07/16/13 MG8	Review briefly pleadings filed throughout the day in connection with Curtis' role as Debtors' conflicts counsel (.60)	0.60
07/16/13 GF	Draft and circulate adjourned omnibus hearing dates for internal case calendar (.70)	0.70
07/18/13 MG8	Attend to recent docket activity in connection with Curtis' role as Debtors' conflicts counsel (.40)	0.40
07/19/13 MG8	Review briefly recent docket activity in connection with Curtis' role as Debtors' conflicts counsel, including various filings by JSNs in addition to motion to disqualify, responses to claims objection, and objections to stay relief (.30)	0.30
07/19/13 GF	Attend to drafting and circulation of calendar updates regarding adjourned Omnibus Hearing dates and related agenda items (.80)	0.80
07/22/13 GF	Attend to drafting and circulation of several calendar updates re: court hearings and other important deadlines (.90)	0.90
07/25/13 MG8	Review agenda for hearing on July 26, and brief review of recent docket activity for filings relevant to actual and potential conflict parties (.40)	0.40
07/29/13 MG8	Attend to brief review of recent docket activity, including filings made in connection with proposed settlement with FGIC, such as objections by Freddie Mac, the Ad Hoc Group of JSNs, Monarch, the stipulation and order regarding payment of secure claims, responses to claims objections, certain objections to disclosure statement, and amended agenda for hearing on disqualification of Debtors' and Committee's professionals (1.60)	1.60
07/30/13 GF	Draft and circulate internal calendar update re: court date of hearing on interim applications (.40)	0.40
07/31/13 MG8	Attend to brief review of docket activity, including numerous filings related to Debtors' contested settlement with FGIC, and claims issue, in connection with Curtis' role as Debtors' conflicts counsel (.40)	0.40
	TOTAL HOURS	11.50

October 09, 2013  
Inv # 1591220  
Our Ref # 062108-000100

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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	5.20	625	3,250.00
Daniel A. Bloom	Associate	0.20	480	96.00
John Thomas Weber	Associate	1.30	305	396.50
Georgia Faust	Legal Assistant	4.00	235	940.00
Brittany Patane	Legal Assistant	0.80	235	188.00
		<b>11.50</b>		<b>\$4,870.50</b>
	<b>TOTAL SERVICES</b>			<b>\$4,870.50</b>

**Summary of Expenses**

Courier Expense	39.98	
Pacer - ECF	10.40	
<b>TOTAL EXPENSES</b>		<b>\$50.38</b>

<b>TOTAL THIS INVOICE</b>	<u><b>\$4,920.88</b></u>
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**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

October 10, 2013

Inv. # 1591223  
 Our Ref. 062108-000320  
 SJR

Attention: Residential Capital, LLC

**Re: Claims Administration and Objections**


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07/01/13 MG8	Attend to review of Notice of Withdrawal of Claims filed by PNC Mortgage and related follow-up with M. Talarico, C. Laubach, J. Wishnew and M. Rothchild (.50); teleconference with A. Root, counsel to PNC Mortgage (.10); review filed 10th Omnibus Claims Objection and related Exhibits and Declaration, as Curtis acts as conflicts counsel in connection with claimants MetLife and Fortress entities, among others, whose claims are subject of the objection (.50)	1.10
07/02/13 SJR	Review of Sixteenth Omnibus Claim Objection for matters concerning Credit Suisse to be handled by Curtis as Conflicts Counsel (1.30)	1.30
07/03/13 SJR	Attend to review of Omnibus Objection to certain claims of certain parties on which Morrison & Foerster has conflicts as well as review of conflict search with respect to same (1.30); review of Sixteenth Omnibus Claim Objection as well as Declaration and Proposed Order in connection with same for final sign-off (.80)	2.10
07/03/13 MG8	Attend to numerous communications with J. Wishnew, S. Reisman and B. Kotliar regarding parties subject to Sixteenth Omnibus Claims Objections where Curtis is to act as Conflicts Counsel with respect to Credit Suisse (.60); review briefly Credit Suisse proof of claim to be covered by Sixteenth Omnibus Claims Objection and discuss same with B. Kotliar (.40); review and revise draft objection papers for Sixteenth Omnibus Claims Objection circulated by E. Richards of Morrison & Foerster and discuss same with B. Kotliar (.60); attend to correspondence with S. Reisman and M. Cohen regarding Sixteenth Omnibus Claims Objection (.20); review and revise specialized notice for Credit Suisse in connection with Sixteenth Omnibus Claim objection, and follow up with E. Richards regarding the same (.40); correspond with J. Petts of Morrison & Foerster regarding parties to 22nd Omnibus Claims objection and whether Curtis could acts as conflicts counsel with respect to ten individuals where Morrison & Foerster may have a conflict, and related follow-up, including review of parties (.50); attend to	4.30



October 10, 2013  
Inv # 1591223  
Our Ref # 062108-000320

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correspondence with J. Wishnew regarding potential objection to proof of claim of PNC Bank for contingent claim related to Kessler Litigation, and related follow-up with T. Foudy and M. Cohen (.40); review proof of claim filed by PNC Bank in connection with Kessler Litigation, draft disclosure statement language regarding Kessler Litigation and draft objection to claim circulated by J. Wishnew (1.20)

07/03/13 MAC	Review 22nd Omnibus Claims Objection and borrower claims procedures in connection with Curtis' handling of claims objections with respect to conflicts parties who are individuals (1.00)	1.00
07/03/13 BMK	Review and revise draft Sixteenth Omnibus Objection to claims (no liability), Horst Declaration in support, proposed order, exhibit attaching claim information, and underlying proof of claim re: Credit Suisse, a conflict party to prepare for filing (.50); meet with M. Gallagher re: same (.10); review and circulate conflict party PNC proof of claim in connection with claim objection (.10); prepare and review proofs of claim and materials received from Morrison & Foerster re: 22nd omnibus claims objections and circulate same to M. Cohen and M. Gallagher including claims procedures order applicable to objections to Borrowers claims (.50)	1.20
07/08/13 MG8	Attend to correspondence with J. Petts of Morrison & Foerster regarding updated schedule of claims for Debtors' 22nd Omnibus Claim Objection, in which Curtis is acting as Conflicts Counsel with respect to several individual creditors (.30); attend to correspondence from J Wishnew regarding objection to proof of claim of PNC Bank for indemnity in connection with Kessler Class Action (.10); confer with M. Cohen re: PNC claim objection (.20); review briefly proof of claim for indemnification and contribution filed by PNC Bank and brief review of Kessler Plaintiffs' motion to certify class for background materials with respect to underlying litigation related to PNC Bank claim (1.40); correspond with M. Biggers of Bryan Cave, litigation counsel to Debtors in Kessler Litigation, regarding the same (.20); attend to correspondence with E. Richards regarding follow-up on Debtors' 16th Omnibus Claim Objection where Curtis is adverse to conflict party Credit-Suisse (.20)	2.40
07/08/13 MAC	Review and revise Debtors' 22nd Omnibus Objection to claims (1.10); confer with M. Gallagher re: PNC claim objections being handled by Curtis and strategy going forward (.20); conduct research in connection with issues related to objection to PNC Bank claim (2.40)	3.70
07/09/13 SJR	Attend to matters re: PNC Bank claim objection being addressed by Curtis in review of underlined documentation with respect to same (1.30)	1.30

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07/09/13	MG8	Review plaintiffs' joint consolidated amended class action complaint attached to PNC Bank's proof of claim for contingent indemnification and contributions claims related to Kessler litigation as background for preparation of objection to PNC Bank proof of claim (2.10); confer with M. Cohen re: objection to PNC Bank claim (.40); participate in conference call with J. Wishnew of Morrison & Foerster, L. Marshall and M. Bigger of Bryan Cave, and M. Cohen to discuss PNC Bank proof of claim, related Kessler litigation and bases for objecting to PNC Bank contingent claim for indemnity or contribution (1.10); review correspondence from counsel to PNC Bank and documents and agreements related to PNC Bank proof of claim and arrangement by which Residential Funding purchased mortgages from predecessor to PNC Bank in connection with developing objection to PNC Bank proof of claim (1.60); conduct preliminary research under section 502(e) of the Bankruptcy Code in connection with preparation of objection to PNC Bank proof of claim (.60)	5.80
07/09/13	MAC	Confer with M. Gallagher re: claims objection strategy concerning conflict party PNC Bank claim (.40); teleconference with M. Biggers, C. Lee, J. Wishnew and M. Gallagher re: PNC claim objection being handled by Curtis (1.10); review and revise PNC claim objection prepared by Bryan Cave (1.50); conduct research in connection with issues related to same (1.50)	4.50
07/10/13	SJR	Attend to and review of underlying documentation in connection with PNC Bank claim objection (1.30)	1.30
07/10/13	MG8	Confer with P. Buenger and M. Cohen regarding content of and strategy for preparation of objection to \$50 million plus proof of claim for indemnification and contribution filed by PNC Bank (.60); review and sign off on 22nd Omnibus Claims objection, updated from last week, which objects to claims filed by 10 conflict party individuals, and which contain inadequate information to determine nature and amount of claim (.20); review form of stand alone proof of claim objection recently filed by Debtors in connection with litigation claims for potential use as a form in connection with objection to PNC Bank proof of claim, and follow-up with P. Buenger regarding same (.30)	1.10
07/10/13	MAC	Conduct research and analysis in connection with the objection to PNC claim being handled by Curtis related to 502(e) and other indemnification and contribution related issues (2.00); correspond with P. Buenger re: same (.20); confer with P. Buenger and M. Gallagher re: objection to PNC claim (.60)	2.80
07/10/13	PJB2	Multiple correspondence with M. Gallagher and M.	2.70

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Cohen re: preparing objection to conflict party PNC's claims filed against the Debtors, precedent of same, and additional research required (.30); call with M. Gallagher and M. Cohen re: same (.60); review precedent and underlying documents provided by litigation counsel to the Debtors for underlying litigation which PNC claims are based upon (1.00); begin research of section 502(e) under the Bankruptcy Code for insert into the Debtors' objection to PNC Bank's proof of claim (.80)

07/11/13 TF1	Emails and call with M. Gallagher on possible objection to CitiBank claim for default interest (.40)	0.40
07/11/13 MG8	Review spreadsheet sent by counsel to PNC Mortgage, as support for its claims with respect to breaches of reps and warranties (.80); telephone conference with C. Laubach of Residential Capital regarding information needed in connection with PNC Mortgage rep and warranty claims (.40); review further correspondence from C. Laubach detailing types of information required from PNC Mortgage to evaluate PNC's claims (.30); correspond with A. Root, counsel to PNC Mortgage regarding additional information needed from PNC Mortgage in support of its claims and related follow-up (.40); telephone conference with T. Goren of Morrison & Foerster regarding request that Curtis handle potential claim objection against Citibank (.30); review cash collateral order and sale order for provisions relating to Citibank MSR facility and related follow-up in connection with potential claim objection (1.60); confer with P. Buenger and M. Cohen regarding potential objection to Citibank claim, and basis for the same (.40); attend to correspondence with T. Foudy and M. Cohen regarding timing of objection to Citibank claim and its relation on other litigation that Curtis is handling (.30)	4.50
07/11/13 MAC	Conduct research with respect to issues related to repurchase claims of PNC Mortgage that Curtis would be handling as Conflicts Counsel and similarly situated parties to the Debtors (1.10); confer with M. Gallagher and P. Buenger re: potential objection to Citibank claim for default interest (.40)	1.50
07/11/13 BMK	Review master claims register for KCC in connection with potential claims objection to Citibank MSR Facility and default interest rate (.30); correspond with M. Gallagher and P. Buenger re: same (.10); review relevant case pleadings such as Citibank Cash Collateral Order and Sale Orders in connection with same (.30); draft email summarizing same to M. Gallagher and M. Cohen (.20)	0.90
07/11/13 PJB2	Research of section 502(e) under the Bankruptcy Code in connection with objection to conflict party PNC	6.20

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Bank's claims against the Debtors for indemnification and/or contribution claims and current case law within Southern District of New York re: same (2.60); research re disallowance of claims under section 502(b) of the Bankruptcy Code in connection with same (1.80); review PNC underlying claims filed on Debtors' claims registry and underlying litigation (1.10); confer with M. Gallagher and M. Cohen re: potential objection to Citibank claim (.40); multiple correspondence with M. Gallagher and B. Kotliar re: drafting objection to conflict party Citibank's potential claim for default interest with respect to MSR facility (.30)

07/12/13 TF1	Follow up in regards to procedure and research for objecting to claim by conflict party Citibank (.50); call with T. Goren, M. Gallagher, and M. Cohen on background relevant to same (.30)	0.80
07/12/13 MG8	Telephone conference with T. Goren, T. Foudy and M. Cohen regarding issues related to Citibank's claim and the related cash collateral order (.30); review Citibank MSR Facility Cash Collateral Order and Citibank statement regarding default interest dispute, and Debtors' operating reports for disclosures regarding payments to Citibank and its professionals in connection with the Citibank MSR facility in connection with potential objection to Citibank claim for default interest (.50); review research memo prepared by E. Combs regarding entitlement, if any, to default interest (.30)	1.10
07/12/13 MAC	Follow up with respect to potential Citibank claim objection and strategy for going forward (.50); conduct research regarding Citi objection strategy (.60); call with T. Goren, T. Foudy, and M. Gallagher re: issues related to Citibank claim (.30)	1.40
07/12/13 PJB2	Multiple correspondence with M. Cohen, M. Gallagher, and Morrison & Foerster re: drafting of objection to conflict party PNC Bank's claim filed against the Debtors' for contingent claim for contribution and/or indemnification and underlying agreements and pending lawsuit in connection with same (.30); review of additional documents and background section to objection provided by Debtors' litigation counsel in the underlying lawsuit, Bryan Cave (1.70); begin drafting objection to same (2.90)	4.90
07/13/13 MG8	Attend to several correspondence with P. Buenger regarding contents and structure of potential objection to Citibank claim for default interest (.30)	0.30
07/13/13 PJB2	Multiple correspondence with M. Gallagher re: objection to conflict party Citibank's claim for default interest (.30); review memorandum provided by E. Combs re: default interest with respect to drafting Debtors' objection to Citibank claim (.50); review of underlying	9.30

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pleadings and documents re: same in preparation for drafting objection to same (.80); correspondence with M. Gallagher and M. Cohen re: same (.10); review of underlying agreements and additional documentation and declarations in support of objection to conflict party PNC Bank's claim against the Debtors provided by Morrison & Foerster and Bryan Cave, litigation counsel to the Debtors (1.80); continue drafting objection to same incorporating documentation and research under various sections of 502 of the Bankruptcy Code (3.80); draft notice of Debtors' objection to PNC Bank claim (.80); draft proposed order disallowing PNC Bank claims pursuant to granting of relief sought in objection (1.20)

07/15/13 MG8	Telephone conference with J. Beha of Morrison & Foerster regarding 22nd and 10th Omnibus Claim Objection and conflict party MetLife request to adjourn objection as it relates to MetLife proof of claims for securities claims and related issues (.30); follow up with M Cohen and P. Buenger re: potential Citibank claim objection (.20); brief review of all proofs of claims filed by Credit Suisse entities, a potential Morrison & Foerster conflict party, and numerous related follow-up communications with J. Rothberg regarding the same and strategy for upcoming omnibus claims objections (3.50); review Credit Suisse objection to Plan Support Agreement and transcript related to hearing on the same in order to confirm if Credit Suisse had out of RMBS Trust Settlement (.60); review proofs of claim filed by First Bank, Caterpillar Insurance Company LTD, Caterpillar Life Insurance Co., Gemstone CDO I, Gemstone CDO II, Gemstone CDO V, Gemstone CDO VII, and HBK Master Fund LP as those parties are Morrison & Foerster conflict parties and those claims are to be included in upcoming Omnibus Claim objection related to servicing claims, and related follow-up with B. Kotliar (.80); telephone conference w/ E. Richards of Morrison & Foerster regarding timing for filing of what was originally to be 16th Omnibus Claim Objection involving proof of claim filed by Credit Suisse for rep and warranty claims where Debtors were neither depositor nor issue as well as issues relevant to Citibank MSR claim (.30); brief review of Citibank MSR facility documentation in connection with potential objection to Citibank claim to the extent it seeks default interest (1.20); Extensive review and revision of draft omnibus claims objection to proofs of claim for servicing-related claims filed by certificate holder conflict parties, including Credit Suisse entities, First Bank, Caterpillar Insurance Company LTD, Caterpillar Life Insurance Co., Gemstone CDO I, Gemstone CDO II, Gemstone CDO V, Gemstone CDO VII and HBK Master Fund LP (1.80); coordinate comments to same with P. Buenger (.50)	9.20
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07/15/13	MAC	Confer with M. Gallagher and P. Buenger re: Citibank claim objections (.20); conduct research and review memo in connection with default interest rates and objection to Citi claims (1.50); review Omnibus claims objection involving conflict parties being handled by Curtis and related proofs of claim (1.40); review documents in connection with Citi MSR claims (1.00); conduct analysis of issues in connection with developing mediation strategy (.90)	5.00
07/15/13	BMK	Review and circulate proofs of claim in connection with omnibus objection to servicing claims (.80); review email correspondence from Morrison & Foerster re: same (.10)	0.90
07/15/13	PJB2	Meet with M. Gallagher and M. Cohen to discuss drafting of objection to claim for default interest of conflict party Citibank, underlying documentation and next steps re: same (.20); review and revise draft objection of Debtors to conflict party PNC Bank's proof of claim for contingent contribution and/or indemnification claims arising out of class action litigation against PNC and the Debtors (1.30); correspondence with J. Rothberg of Morrison & Foerster and M. Gallagher re: draft of Debtors' omnibus objection to certain servicing-related proofs of claims filed by various creditors arising from residential mortgage-backed securitizations, including conflict parties to the Debtors lead counsel (.30); initial review of underlying proofs of claim filed by conflict parties such as Credit Suisse, First Bank, Caterpillar Insurance, Gemstone, etc., included within omnibus objection (1.80); multiple correspondence throughout the day with M. Gallagher re: extensive revisions to omnibus objection to servicing-related proofs of claim and additional information and documentation provided by J. Rothberg (.50); review and revise throughout the day multiple drafts of the omnibus objection to certain servicing-related proofs of claim, including claims by Credit Suisse, First Bank, Caterpillar Insurance, etc. (4.10)	8.20
07/16/13	SJR	Review of draft of Residential Capital Omnibus Objection to servicing claims and e-mails related to same in connection with Curtis' representation of Residential Capital as Conflicts Counsel with respect to particular claims which need to be objected to (1.30); review claims filed by conflict parties Credit Suisse, First Bank, Caterpillar Insurance, Gemstone etc. in connection with omnibus objection being addressed by Curtis as conflicts counsel (1.10)	2.40
07/16/13	MG8	Further revise Omnibus Objection for certain servicing-related claims filed by several parties including Credit Suisse, First Bank, Caterpillar	2.70

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Insurance, and Gemstone (.50); follow up with P. Buenger regarding same (.20); correspond with J. Rothberg to transmit comments to draft Omnibus regarding servicing claims and related suggestions for strategy in connection with the same (.30); review and revise draft objection to PNC Bank proof of claim, including review of underlying documents relevant to proof of claim and objection (1.50); correspond with A. Root to follow up on documentation needed to support remaining claims of PNC Mortgage (.20)

07/16/13 MAC	Review proofs of claim from conflict parties in connection with preparation of servicing omnibus objections being handled by Curtis (1.40); review and revise servicing omnibus objection claims and provide comments to P. Buenger (1.00)	2.40
07/16/13 PJB2	Review of various proofs of claim and underlying documentation filed against the Debtors by conflict parties which are being objected to pursuant to omnibus objection to servicing-related claims, including claims filed by Credit Suisse, Catepillar Insurance, Gemstone, and First Bank (4.60); further review and revisions to Debtors' omnibus objection to servicing-related claims filed by various creditors, including multiple conflict parties to the Debtors' lead counsel, Morrison & Foerster (1.80); follow up with M Gallagher re: same (.20); revise Debtors' omnibus objection to servicing-related claims filed by various creditors, including multiple conflict parties pursuant to comments provided by M. Cohen (.80); provide same and redline reflecting Curtis' revisions to M. Gallagher for sharing with working group, including Bryan Cave as litigation counsel to the Debtors (.40)	7.80
07/17/13 TF1	Confer with M. Cohen on status/plan regarding objection to conflict party Citibank's request for default interest (.20)	0.20
07/17/13 MAC	Conduct research and analysis of issues in connection with servicing claims by conflict parties, including claims filed by Credit Suisse, Catepillar Insurance, Gemstone, and First Bank (1.40); confer with T. Foudy on status/plan re: objection to Citibank claim for default interest (.20)	1.60
07/17/13 LT	Discuss with P. Buenger review and shephardizing of case law within Debtors' objection to conflict party PNC Bank's claim against the Debtors for contingent contribution and/or indemnification claims (.20); begin review and shephardizing re: same (3.70)	3.90
07/17/13 PJB2	Review and revise Debtors' objection to conflict party PNC Bank's claim against the Debtors for contingent contribution and/or indemnification claims pursuant to comments provided by M. Gallagher (1.50); research re: statutory rights of indemnification or contribution	6.70

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under Federal RESPA statutes in connection with drafting objection to conflict party PNC Bank's proof of claim asserted against the Debtors (1.60); research re: statutory rights of indemnification or contribution under Federal RICO and HIPA statutes in connection with same (3.40); discuss with L. Tauro review and shephardizing of case law within Debtors' objection to conflict party PNC Bank's claim against the Debtors for contingent contribution and/or indemnification claims (.20)

07/18/13 MG8	Attend to review of and comment on updated Marshall Declaration circulated by Bryan Cave in support of Debtors' objection to PNC Bank proof of claim (.40); follow up with P. Buenger regarding same (.10); review and comment on further updated objection to PNC Bank proof of claim and review research conducted with respect to the same (1.80); confer throughout the day with P. Buenger regarding revisions to and status of draft of Debtors' objection to PNC Bank claim (.50); correspond with A. Root, counsel to PNC Mortgage, regarding issues relating to remaining PNC Mortgage proofs of claim (.30); review research related to Citibank's assertions that it is entitled to interest at the default rate in connection with the Citibank MRS facility (.80); review voluminous Citibank MRS loan documentation (2.30); attend to correspondence from J. Rothberg regarding status of omnibus objection related to servicing claims filed by certain conflicts parties, including Credit Suisse, Gemstone, First Bank, and Catepillar Insurance and related entities (.20); telephone conference with N. Rosenbaum regarding PNC Bank claim and Debtors' claim against PNC for indemnification (.10)	6.50
07/18/13 MAC	Review PNC Bank claims Objection and provide comments to P. Buenger (1.30)	1.30
07/18/13 LT	Continue to review and shephardize case law within Debtors' objection to conflict party PNC Bank's claim against the Debtors for contingent contribution and/or indemnification claims (4.40); meet with P. Buenger re: same (.50)	4.90
07/18/13 PJB2	Correspondence with E. Dill of Bryan Case, litigation counsel to the Debtors, and M. Gallagher re: declaration of K. Lee Marshall in support of Debtors' objection to conflict party PNC Bank's proof of claim (.10); review same and attached exhibits provided by E. Dill to provide comments and revise in preparation for filing of Debtors' objection to PNC claim (2.40); follow up with M. Gallagher re: same (.10); meet with L. Tauro to discuss case law re: RICO, TILA, and RESPA as well as sections 502(b)(1) and 502(e)(1)(B) of the Bankruptcy Code in connection with shephardizing and updating objection section in Debtors' objection to PNC	7.80



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claim (.50); review comments to same provided by M. Cohen and revise objection to PNC claim incorporating same and additional case law provided by L. Tauro (1.80); multiple discussions with M. Gallagher throughout the day re: further revisions to same (.50); continue finalizing and draft same (2.40)

07/19/13 MG8	Telephone conference with A. Root regarding back-up for PNC Mortgage proof of claim for anticipated put back claims (.30); correspond with M. Cohen regarding the same (.20); conduct research in connection with potential arguments under section 502 with respect to Citibank claims for default interest (.60); review Claims Procedure Order to determine appropriate notice and response times for objections to claims of PNC Bank and Citibank (.20)	1.30
07/19/13 MAC	Review and revise PNC Bank claims objection (1.20); review backup information in connection with PNC Servicing Reps and Warranty Claims and documents in connection with preparing an objection to same (2.40); correspond with M. Gallagher re: PNC Mortgage proof of claim for anticipated put back claims (.20)	3.80
07/19/13 LT	Review Table of Contents and Table of Authorities within Debtors' objection to conflict party PNC Bank's claim against the Debtors for contingent contribution and/or indemnification claims (.70); discuss same with P. Buenger (.30)	1.00
07/19/13 PJB2	Correspondence with M. Biggers of Bryan Case re: comments to draft Debtors' objection to conflict party PNC Bank's proof of claim (.10); discuss with L. Tauro additional revisions to Table of Contents and Table of Authorities and finalization of same (.30); continue drafting Debtors' objection to conflict party Citibank's claim for default interest arising under the Citibank MSR Facility (3.60); research re: application of section 502(e)(1)(B) of the Bankruptcy Code to guaranty claims against a debtor (2.60); draft proposed order granting relief provided in same (.80); draft notice of filing of objection to Citibank objection (.40); provide draft order, notice and objection to Citibank claim to M. Gallagher for review (.10)	7.90
07/20/13 MG8	Review and revise draft objection to Citibank claim for default interest (1.50); correspond with P. Buenger regarding the same (.10)	1.60
07/22/13 TF1	Discuss status of CitiBank objection with T. Goren (.10); draft email to M. Gallagher regarding same (.10)	0.20
07/22/13 MG8	Attend to correspondence with J. Wishnew regarding comments to objection to PNC Bank proof of claim (.20); attend to follow up correspondence with P. Buenger and M. Biggers of Bryan Cave regarding the same (.30); review and comment on further revised	2.30

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draft of objection to PNC Bank proof of claim (.60); follow up with P. Buenger re: same (.10); attend to correspondence with J. Beha regarding adjournment of 10th Omnibus Claims Objection with respect to MetLife proofs of claim (.30); attend to correspondence with T. Foudy and J. Beha regarding Everest response to 10th Omnibus Claims objection (.20); attend to correspondence with C. Cu of KCC regarding withdrawn claims of PNC Mortgage and review updated draft of claims register to reflect the same (.40); attend to correspondence with T. Foudy regarding issues with respect to Citibank claim for default interest (.20)

07/22/13 PJB2	Review comments and revisions to Debtors' objection to claim of conflict party Citibank for default interest provided by M. Gallagher (.70); multiple correspondence re: same with M. Gallagher and M. Biggers of Bryan Cave (.30); revise same and provide further background incorporating final Citibank cash collateral order and reservation of rights (1.80); review multiple correspondence from M. Bigger of Bryan Cave and J. Wishnew of Morrison Foerster re: further comments to Debtors' objection to proof of claim of conflict party PNC Bank (.20); follow up with M. Gallagher re: same (.10); revise Debtors' objection to proof of claim of conflict party PNC Bank pursuant to comments from co-counsels and further review of underlying litigation documents (2.10); revise declaration of K. Lee Marshall in support of Debtors' objection to PNC Claim pursuant to comments from M. Bigger and J. Wishnew (.60); review Debtors' executed Plan Support Agreement and Disclosure Statement in connection with same and incorporate previous filings by and treatment of Kessler Class Claimants into Objection to PNC Claim (1.90); provide recent draft and redlines of objection to PNC claim and declaration in support thereof for review to M. Gallagher and M. Cohen (.10)	7.80
07/23/13 TF1	Correspond with M. Gallagher re: potential CitiBank claim objection (.20); confer with M. Gallagher on CitiBank claim objection and PNC Bank/Kessler claim objection (.30)	0.50
07/23/13 MG8	Attend to correspondence with S. Martin and E. Richards regarding additional documents needed to complete potential objection to Citibank claim in connection with MSR Facility as well as information about Citibank account for which Citibank is holding collateral (.40); review documents received from Morrison Foerster with respect to Citibank MSR Facility and additional account at Citibank in connection with objection to Citibank Claim (1.60); confer with P. Buenger regarding changes to draft objection to PNC Bank claim (.40); telephone conference with A. Root regarding additional information that he will be sending	4.00

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with respect to PNC Mortgage proof of claim (.20); review chart sent by A. Root, counsel to PNC Mortgage, and follow up with C. Laubauch regarding the same (.40); attend to correspondence from C. Laubach regarding additional information needed from PNC Mortgage in order to evaluate remaining claims (.20); attend to correspondence from M. Biggers regarding suggested change to draft objection to PNC Bank proof of claim (.30) confer with T. Foudy regarding including J. Walsh in claims objections as litigation support will likely be necessary for certain objections (.30); review updated draft of objection to PNC Mortgage proof of claim (.20)

07/23/13 MAC	Review and revise Omnibus claims objection (.80); conduct research in connection with potential objection to PNC Mortgage servicing claims (1.10)	1.90
07/23/13 PJB2	Discuss with M. Gallagher finalizing Debtors' objection to proof of claim by conflict party PNC Bank and providing same to general counsel of the Debtors for review and sign-off (.40); finalization and revising of same and provide to M. Gallagher for final review and sharing with the working group, including Bryan Cave and Morrison & Foerster (1.00); correspondence with M. Biggers of Bryan Cave re: same (.10); review additional underlying documentation and agreements provided by E. Richards of Morrison & Foerster re: claim for default interest of conflict party Citibank (1.40); follow up with E. Richards re additional amendments executed between Citibank and the Debtors in connection with same (.20); review various amendments to same in connection with Debtors' objection to Citibank claim for default interest under the MSR Facility (.70); correspond with J. Beha re: filing of notice of adjournment of objection to claim of conflict party Metlife pursuant to Tenth Omnibus Claims Objection (.20)	4.00
07/24/13 JJW	Conference with M. Gallagher and M. Cohen re: Citibank Claim, PNC Bank Claim and PNC Mortgage Claim (.60); review proofs of claims for Citibank Claim, PNC Bank Claim and PNC Mortgage Claim (.60); multiple correspondence with M. Gallagher re: PNC Bank claim (.40); review and comment on draft objection to PNC Bank Claim (.40); conference with P. Buenger re: same (.40)	2.40
07/24/13 MG8	Meet with J. Walsh and M. Cohen to discuss potential litigation issues related to objections to claims of Citibank, PNC Bank and PNC Mortgage (.60); correspond with J. Wishnew of Morrison & Foerster and M. Biggers of Bryan Cave regarding potential need for insurance counsel to review objection to PNC Bank proof of claim (.30); telephone conference with M. Biggers regarding potential insurance issue related to	2.10

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objection to PNC Bank proof of claim (.20); attend to correspondence with P. Buenger regarding changes suggested by M. Bigger regarding RICO discussion in draft objection to PNC Bank proof of claim (.20); attend to correspondence with J. Walsh regarding comments to draft objection to PNC Bank proof of claim (.40); attend to correspondence with A. Root regarding information needed to support PNC Mortgage proof of claim (.20); correspond with J. Walsh regarding Committee objection to Citibank invoices for legal fees for work done following closing of Asset Sales (.20)

07/24/13 MAC	Review and revise draft PNC Bank claims objection (1.00) meeting with J. Walsh and M. Gallagher re: claims objections (.60); review case law in connection with potential PNC Mortgage Objection (1.20)	2.80
07/24/13 PJB2	Review of correspondence with and between M. Gallagher and S. Martin, M. Al-Najjab and E. Richards of Morrison & Foerster re: line of credit between the Debtors and conflict party Citibank and funds currently held by Citibank (.30); correspondence with M. Al-Najjab re: additional documentation and amendments to Citibank MSR Facility in connection of Debtors' objection to Citibank's claim for default interest under same (.10); review same (.40); revise Debtors' objection to Citibank's claim for default interest to incorporate reference to prior line of credit provided to the Debtors and Citibank's holding of underlying security provided by the Debtors (.20); confer with J. Walsh re: PNC Bank claim (.40); correspondence with M. Biggers of Bryan Cave re: additional comments to Debtors' objection to conflict party PNC Bank's proof of claim (.10); revise same pursuant to comments from M. Biggers (.30); correspondence and review of comments with J. Walsh re: Debtors' objection to PNC proof of claim (.30)	2.10
07/25/13 JJW	Conference with M. Gallagher and P. Buenger re: Citibank Claim and PNC Bank Claim (.30); review and comment on proposed objection to Citibank Claim for default interest (.50); review research regarding claims for default interest (1.00); meet with E. Combs and P. Buenger re: research re: default interest (.20); review PNC Bank proof of claim and supporting documents in connection with potential objection (1.50)	3.50
07/25/13 MG8	Attend to correspondence from V. Chopra, Debtors' insurance counsel, regarding comments to draft objection to proof of claim of PNC Bank for indemnification (.20); confer with J. Walsh and P. Buenger regarding revisions to drafts of PNC Bank claim objection and Citibank claim objection (.30); review and revise updated draft of objection to Citibank claim for default rate interest (.80); review and revise updated draft of objection to PNC Bank proof of claim	4.90

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for indemnity or contribution in connection with the Kessler Class Action (1.10); review PNC Mortgage proofs of claim and research potential basis for objecting on an omnibus basis (1.30); correspond with J. Walsh about PNC Mortgage proofs of claims, statute of limitations issue, and information sent by PNC Mortgage (.30); attend to correspondence from E. Richards regarding omnibus objection which previously included conflict party Credit Suisse, who has agreed to withdraw the relevant proof of claim (.20); review plan and disclosure statement provisions relevant to Kessler Class Action, as well as motion to certify class, in connection with objection to PNC Bank proof of claim for indemnification in connection with Kessler Class Action (.70)

07/25/13 MAC	Conduct research and review pleadings in connection with objection to Citibank claim (1.10); review revisions to PNC Bank Objection and supporting Declaration (.90)	2.00
07/25/13 EC	Research treatment of default rate interest outside the Second Circuit and cases evaluating solvency considerations (.50); meeting with J. Walsh and P. Buenger to discuss entitlement to default interest outside the Second Circuit and possible arguments strengthening objections against Citi's claim for default interest (.20); draft email to J. Walsh and P. Buenger relating to debtor solvency research (.10)	0.80
07/25/13 PJB2	Meet with J. Walsh and M. Gallagher re: Debtors' objection to claim of conflict party Citibank for default interest under the MSR Citibank Facility (.30); multiple correspondence throughout the day with J. Walsh and M. Gallagher re: same and additional revisions to same (.40); confer with J. Walsh and E. Combs re: research in connection with same re: decisions by Bankruptcy Courts denying default interest to oversecured creditor when Debtor is in insolvency (.20); review case law re: same within objection and additional cases provided by E. Combs to incorporate into objection (.80); review and revise Debtors' objection to claim of conflict party Citibank for default interest under the MSR Citibank Facility throughout the day pursuant to comments and additional drafts provided by J. Walsh, M. Gallagher and research provided by E. Combs (3.80)	5.50
07/26/13 TF1	Meet with J. Walsh to discuss status of Citibank and PNC claim objections and process for Omnibus Claim objections (.20)	0.20
07/26/13 JJW	Review and comment on proposed objection to Citibank Claim for default interest (1.00); review PNC Mortgage proof of claim and supporting documents in connection with potential objection (2.30); meet with T. Foudy to discuss status of Citibank and PNC claim	3.70

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objections (.20); correspond with M. Gallagher and P. Buenger throughout the day re: same (.20)

07/26/13 MG8	Further review and revision to objection to PNC Bank proof of claim to conform Marshall Declaration with objection (.70); follow up communications with P. Buenger and M. Biggers of Bryan Cave regarding the same (.40); attend to correspondence from M. Biggers regarding B. Thompson sign-off on objection to PNC Bank proof of claim (.20); review J. Walsh suggested changes to draft objection to Citibank claim and follow-up communications with him regarding the same (.40); review further updated draft of objection to Citibank claim, which reflect additional research by E. Combs on issues of default rate interest (.20)	1.90
07/26/13 MAC	Review revised PNC claims objection and supporting documentation (.60); conduct research in connection with applicable interest rate related to claim objections (1.10); review revised Citi objection (1.20)	2.90
07/26/13 EC	Research entitlement of oversecured creditors to default rate interest to update and validate case law cited in draft motion in connection with Citibank claim objection (.70); review and revise draft Citibank claim objection relating to postpetition interest to reflect additional research (.80); correspondence with J. Walsh re: supporting case law and likely additional considerations relating to interest apportionment (.20)	1.70
07/26/13 DAB	Analyze and send M. Moscato certain proofs of claim per request, filed by conflict party Wells Fargo (.50)	0.50
07/26/13 PJB2	Multiple correspondence with M. Gallagher and J. Walsh re: additional revisions and comments to draft of Debtors' objection to claim of conflict party Citibank for default interest (.20); review revised draft of same provided by J. Walsh (.30); review schedules of assets and liabilities of Residential Capital and GMAC in connection with same and in order to determine insolvency of such Debtors (.80) revise Debtors' objection to proof of claim filed by conflict party PNC Bank pursuant to comments from M. Gallagher and prepare for circulating to external group for review over the weekend for filing next week (.90); correspondence with M. Gallagher and M. Cohen re: same (.10); correspondence with M. Gallagher and M. Biggers of Bryan Cave re: update and status of District Court class action lawsuit against PNC and Debtor RFC (.10); review same and revise declaration of K. Lee Marshall in support of Debtors' objection to PNC proof of claim (.40); further review and revisions to Debtors' objection to PNC claim pursuant to current status of District Court case and additional comments provided by M. Gallagher (1.90); create redline versions and finalize Declaration and Objection to PNC claim and provide to	5.60

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M. Gallagher for further review (.20); compile all exhibits to be attached to Declaration in support of objection to PNC Claim and prepare for filing next week (.30); further correspondence with M. Biggers of Bryan Cave re: additional comments to revised objection to PNC claim (.10); revise same pursuant to comments by M. Biggers (.30)

07/29/13 SJR	Attend to review of draft objection to proof of claim of PNC Bank and documentation and legal analysis re: objection to claim (1.40)	1.40
07/29/13 MG8	Telephone conference with J. Wishnew to review status of potential objections to PNC Bank and PNC Mortgage proofs of claim, and issues related to the same (.30); telephone E. Frejke regarding Committee comments to objection to PNC Bank proof of claim, and related follow-up correspondence (.40); review service list and exhibits to PNC Bank claim objection, in consultation with P. Buenger (.30); follow-up call with J. Wishnew regarding PNC Bank claim objection (.20); follow-up call with E. Frejke regarding PNC Bank claim objection (.20); attend to correspondence with L. Marshall regarding his declaration to PNC Bank claim (.30); attend to correspondence with P. Buenger regarding timing of filing of objection, additional changes and related follow-up (.40); attend to correspondence with N. Rosenbaum regarding his comments to PNC Bank Claim objection and related follow up (.40); review proposed changes from Bryan Cave to PNC Bank claim objection (.30)	2.80
07/29/13 MAC	Review and revise objection to PNC Mortgage claim (.90); review correspondence in connection with same (.30); review background data in connection with potential objections to PNC repurchase related claims (.90); conduct background research in connection with settlement of Kessler litigation and impact on claims, which would be handled by Curtis as conflicts counsel to the Debtors as PNC Bank is a conflict party (1.70)	3.80
07/29/13 PJB2	Discuss with M. Gallagher service of Debtors' objection to proof of claim filed by conflict party PNC Bank based on indemnification and contribution claims (.30); correspond with C. Cu of the Debtors' claims agent re: upcoming filing and service of same and next steps (.20); multiple correspondence throughout the day with E. Dill and M. Gallagher re: review of Debtors' objection to proof of claim by conflict party PNC Bank for contribution from underlying litigation and review of same by Kramer Levin, lead counsel to the creditors' committee (.40); correspondence with M. Gallagher compiling exhibits to same and prepare same for filing (.30); review underlying documentation for basis of proof of claims filed by conflict party PNC Mortgage, including loan sale agreement between debtor RFC	6.40

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and PNC Mortgage and PNC's proof of claim and amended proof of claim and supporting documentation (2.70); research recent case law re: repurchase obligations and the statute of limitations of same both within the Second Circuit and outside the Second Circuit (2.50)

07/30/13 MG8	Review and respond to correspondence from J. Wishnew, attaching letter from counsel to PNC Bank requesting adjustments to settlement with Kessler Class Action plaintiffs and requesting Curtis' assistance with issue raised by PNC Bank with respect to bar order as PNC Bank is a conflict party (.50); review letter from PNC Bank regarding bar order in Kessler Class Action settlement and attend to multiple communications with M. Cohen, P. Buenger, and J. Walsh regarding research required to address issues raised by PNC Bank (.60); attend to further correspondence with J. Wishnew regarding timing for filing of motion seeking approval of settlement with Kessler Class Action Plaintiffs (.20); telephone conference with J. Wishnew to coordinate timing of filing of objection to proof of claim filed by PNC Bank and update on anticipated comments from Committee and Morrison & Foerster with respect to the same (.20); attend to correspondence with P. Buenger and E. Dill to coordinate additional revisions to objection to proof of claim filed by PNC Bank in connection with filing of the objection (.30)	1.80
07/30/13 MAC	Conduct research and analysis of issues raised by PNC Bank in connection with language requests related to order approving settlement of Kessler litigation and bar order issues (2.30); review and revise omnibus claims objections related to conflict parties being handled by Curtis as PNC Mortgage is a conflict party (1.30)	3.60
07/30/13 PJB2	Multiple correspondence with M. Gallagher, E. Frejka of Kramer Levin, as well as J. Wishnew and N. Rosenbaum of Morrison & Foerster re: additional comments to Debtors' objection to proof of claim by conflict party PNC Bank for contribution from underlying litigation, timing of filing of same, and status of Motion to Approve settlement between the Debtors and plaintiffs of underlying litigation (.40); revise Debtors' objection to proof of claim by conflict party PNC Bank for contribution from underlying litigation pursuant to various comments from Morrison & Foerster and Kramer Levin (.90); review letter from PNC Bank re: bar order in proposed settlement between the Debtors and the plaintiffs of the Kessler litigation and proposed bar language by PNC Bank (.40); correspondence with E. Dill of Bryan Cave re: finalizing Debtors' objection to proof of claim by conflict party PNC Bank for contribution from underlying litigation and signature of Bryan Cave (.20); research re: bar orders in the	9.50



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Second Circuit in connection with effect on non-settling parties and bar order language approved by courts within the Second Circuit (3.20); research re: case law provided in letter by PNC Bank in connection with same and cases citing same (1.80); research re: methodology of calculating a judgment credit within the Second Circuit, including case law applying capped proportionate share formula in connection with PNC Bank letter and pending settlement (2.60)

07/31/13 JJW	Conference with M. Gallagher re: potential PNC Mortgage objection and related issues (.30); review and analyze PNC Mortgage claims and related spreadsheets (1.60)	1.90
07/31/13 MG8	Confer with J. Walsh to discuss issues with PNC Mortgage claims to raise on Thursday call with C. Laubach of Residential Capital, and draft objection to Citibank proof of claim and developments related to objection to PNC Bank proof of claim, including class certification with respect to remaining defendants and imminent filing of Motion to Approve Kessler Plaintiffs' settlement (.30); review correspondence from Bryan Cave transmitting order certifying class and related opinion (.60) review order and opinion with Kessler litigation certifying class action asserting claims against predecessor to PNC Bank (.50); review additional comments of M. Biggers to draft objection to PNC Bank claim (.10); discuss same with P. Buenger (.10); review precedent cited by counsel to PNC Bank in its letter raising issues with respect to scope of bar order and judgment reduction language included in Kessler plaintiffs' settlement (1.70); discuss related research with P. Buenger (.10)	3.40
07/31/13 PJB2	Research re: judgment credits provided in a settlement agreement to non-settling defendants in the context of bankruptcy proceedings in connection with potential settlement between the Debtors and the Kessler Class Action plaintiffs (2.80); research re: effect of partial payment to settling plaintiffs claim within a bankruptcy case on a judgment credit provided to a non-settling defendant under the pro tanto method (1.20); draft memorandum providing summary of research re: judgment credits and the approval of non-mutual bar orders within a settlement agreement within the Second Circuit in connection with potential settlement between the Debtors and the Kessler Class Action plaintiffs and the impact of such settlement on conflict party PNC Bank, N.A (4.70); follow up with M. Gallagher re: additional comments to M. Biggers to draft objection to PNC Bank claim (.10); further revisions to Debtors' objection to proof of claim of conflict party PNC Bank, N.A. pursuant to comments provided by M. Biggers of Bryan Cave (.60); correspondence with E. Dill re: granting of motion for classification by Kessler plaintiffs	10.00

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in Western District of Pennsylvania (.10); review order and memorandum of support in connection with same and incorporate into Debtors' objection to proof of claim filed by conflict party PNC Bank and the Declaration of K. Lee Marshall in support thereof (.50)

TOTAL HOURS 262.90

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	9.80	830	8,134.00
Jonathan J. Walsh	Partner	11.50	740	8,510.00
Theresa A. Foudy	Partner	2.30	730	1,679.00
Michael Ari Cohen	Partner	46.00	730	33,580.00
Maryann Gallagher	Counsel	65.10	625	40,687.50
Daniel A. Bloom	Associate	0.50	480	240.00
Peter Josef Buenger	Associate	112.40	425	47,770.00
Edward Combs	Associate	2.50	305	762.50
Bryan M. Kotliar	Associate	3.00	305	915.00
Lauren Tauro	Summer/Fall	9.80	0	0.00
		<b>262.90</b>		<b>\$142,278.00</b>

TOTAL SERVICES \$142,278.00

**Summary of Expenses**

Courier Expense 12.00

TOTAL EXPENSES \$12.00

TOTAL THIS INVOICE \$142,290.00

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW****101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

September 23, 2013

Inv. # 1591224  
 Our Ref. 062108-000330  
 SJR

Attention: Residential Capital, LLC

**Re: Contracts/Leases Assumption and Rejection**

07/17/13 MG8	Attend to correspondence from D. Smith, counsel to JPMorgan, regarding agreements to be rejected (.20); correspond with T. Foudy regarding same (.10); review briefly JPMorgan agreements listed on Debtors' notice of rejection, as JPMorgan is a conflict party and indicated that it may have objections to the rejection of these agreements (.50)	0.80
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TOTAL HOURS	0.80
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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	0.80	625	500.00
		<b>0.80</b>		<b>\$500.00</b>
<b>TOTAL SERVICES</b>				<b>\$500.00</b>
<b>TOTAL THIS INVOICE</b>				<b>\$500.00</b>

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

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 SJR

Attention: Residential Capital, LLC

**Re: General Litigation Matters**

07/01/13 PJB2	Review of Examiner's Report and summary provided therein with particular attention to events connected to claims asserted by various conflict parties to the Debtors' lead counsel, including Citibank, Credit Suisse, and PNC Bank (4.50)	4.50
07/02/13 JTW	Begin summary of Section VII.G of the Examiner's Report for internal analysis of claims going forward with focus on potential issues that may arise in matters handled by Curtis, such as Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80)	0.80
07/06/13 BMK	Outline portion of Examiner report relating to Ally Bank Transactions occurring from 2008 to 2009 including, review of particular steps of each of the three underlying transactions, valuation methods, and potential avoidance actions arising therefrom (2.30)	2.30
07/18/13 BMK	Circulate Motion to Disqualify Debtors' counsel, proposed order, and Healey declaration seeking to remove Debtors' counsel, including Curtis (.10); review same in connection with upcoming objection to same (1.20)	1.30
07/19/13 SJR	Review of research and outline as well as Morrison & Foerster litigation file on Motion to Disqualify in preparation for Curtis' assisting with responding to JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis (4.10); confer with T. Foudy re: arguments and strategy related to same (.20)	4.30
07/19/13 TF1	Participate in call with L. Kruger and Morrison & Foerster as well as M. Moscato, J. Drew, and E. Tobin to discuss response to Motion to Disqualify filed by JSNs which seek to remove Debtors' legal counsel including Curtis (.80); meet with team (J. Berman, M. Moscato, E. Tobin, J. Drew, N. Moss, and B. Kotliar) to discuss arguments to be included in opposition to disqualification motion (.80); review email summaries by D. Bloom of disqualification motion papers (.60); confer with S. Reisman on drafting opposition to	6.50

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disqualification motion (.20); meet with J. Drew, M. Moscato, and E. Tobin to discuss research needed for response to disqualification motion (.30); call with Morrison & Foerster, L. Kruger and Committee counsel regarding approach to disqualification motion (.80); call with Morrison & Foerster's N. Moss to discuss arguments to include in opposition to disqualification motion (.50); follow-up discussion M. Moscato and E. Tobin to discuss tasks to complete in connection with drafting opposition to disqualification motion (.30); review Morrison & Foerster outline of disqualification arguments and research (.40); begin review/analysis of disqualification papers (.50); begin review/analysis of cases cited in disqualification motion papers and research in connection with opposing motion (1.30)

07/19/13 JD3	Discussions with T. Foudy re: Response to Motion to Disqualify counsel (.30); review materials re: same, including motion to disqualify, research memo re: applicable standard and Morrison Foerster research file (2.10); internal meeting with J. Weber, J. Berman, and B. Kotliar (.70); call with T. Foudy, M. Moscato, and E. Tobin, as well as Morrison Foerster re: response to Motion to Disqualify (.80); research re: conflicts cases (1.30); prepare and circulate draft outline for disqualification motion (2.20); correspondence with J. Weber re: same (.20); conference call with T. Foudy, M. Moscato, J. Berman, B. Kotliar, and N. Moss re: arguments in opposition to same (.80)	8.40
07/19/13 MJM	Review JSNs' disqualification motion, which sought to remove Debtors' legal counsel, including Curtis (1.10); participate in conference call with T. Foudy, E. Tobin, and Morrison & Foerster attorneys to discuss strategy for responding to the JSNs' disqualification motion (.80); participate in conference call with counsel for the Creditors' Committee, Morrison & Foerster attorneys, T. Foudy, J. Drew, and E. Tobin re: strategy for responding to the JSNs' disqualification motion (.80); teleconferences with T. Foudy, E. Tobin, J. Berman, J. Drew, and N. Moss to discuss strategy and legal support for Opposition Brief to the JSNs' motion (.80); participate partially in follow-up conversation with T. Foudy, E. Tobin, and B. Kotliar re: strategy for Brief in Opposition to the JSNs' disqualification motion (.30)	3.80
07/19/13 MG8	Review Motion to Disqualify filed by JSNs which seek to remove Debtors' legal counsel, including Curtis (.60); confer with M. Cohen regarding research and potential discovery in connection with respect to the same (.40)	1.00
07/19/13 MAC	Conduct research and analysis of issues in connection with JSN Motion to Disqualify and review research memos and pleadings in connection with same (2.90); discuss same with J. Weber and B. Kotliar, highlighting similar issues on recent other large Chapter 11	3.60

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bankruptcy cases (.30) confer with M. Gallagher re: same (.40)

07/19/13 GF	At request of B. Kotliar, locate, order and prepare court hearing transcript for 7/3/13 in Residential Capital case in connection with responding to JSNs' Motion to Disqualify which seeks to remove Debtors' Professionals. including Curtis (.40); locate and prepare court hearing transcript for January 4-6 2006 in Adelphia case for reference to re: same (.40)	0.80
07/19/13 MPJ	Review e-mails from D. Bloom regarding recently filed Motion to Disqualify filed by JSNs which seek to remove Debtors' legal counsel, including Curtis, on issues surrounding inter-creditor claims (.20)	0.20
07/19/13 BMK	Attend teleconference with T. Foudy, E. Tobin, and Morrison Foerster re: response and strategy re: JSNs Motion to Disqualify counsel (.80); follow up discussions with M. Cohen and J. Weber re: same (.30); research Adelphia, General Growth, and Charter case dockets for instances of conflict issues at retention and various case stages (1.40); conference with T. Foudy, E. Tobin, and J. Berman re: necessary research and factual issues underlying objection to Motion to Disqualify (.70); conference with T. Foudy, E. Tobin, J. Berman, M. Moscato, and J. Drew re: same and research received from Morrison Foerster on the issue (.70); follow up conference internally with T. Foudy, E. Tobin, J. Berman, and J. Drew re: same and additional arguments in support for objection and necessary factual predicate (.50); follow up conference with J. Berman, J. Drew, and J. Weber re: same and necessary legal research currently on file and additional research in connection with conflicts, plan support agreements, and intercompany claims (.70); draft outline of fact section for objection to Motion to Disqualify (1.70)	6.80
07/19/13 JTW	Internal meeting with J. Berman, J. Drew, and B. Kotliar re conducting research and drafting of objection to JSNs' Motion to disqualify, inter alia, Debtors' counsel, including Curtis (.70); review of Enron bankruptcy case docket and pleadings as well as sub-con settlement brief and confirmation hearing transcript re: The Great Atlantic & Pacific Tea Company, Inc. in preparation to oppose JSNs' Motion to disqualify Debtors' section 327(a) counsel (3.20) review of JSNs' Motion in Aid of Mediation in connection with same (.60); review of JSNs' Motion to Disqualify Debtors' counsel (1.10); conduct research re: effect of court's approval of the PSA as negating any conflict of interest re: intercompany balances in connection with same (2.90); discuss same with M. Cohen and B. Kotliar (.30)	8.80
07/19/13 DAB	Review and draft in-depth summary of JSNs'	4.40

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disqualification motion which implicates the Debtors' professionals and legal counsel, including Curtis for (1.80) correspondence throughout the day with B. Kotliar and J. Weber re: disqualification motion and Debtors' response to same (.40); in-depth summary of Healey declaration accompanying disqualification motion (2.10); correspond with M. Cohen re: disqualification motion and potential arguments (.10)

07/19/13 JG5	Create six copies of all materials such as legal authorities cited in the Ad Hoc Group of JSNs' Motion for Disqualification which implicates the Debtors' Professionals and Legal Counsel, including Curtis, as requested by E. Tobin (3.80); circulate same binders to E. Tobin, and B. Kotliar, and circulate same to N. Moss as requested by E. Tobin (.20)	4.00
07/19/13 ET	Review and analyze the Ad Hoc Group's Motion filed by JSNs, which seeks to remove Debtors' legal counsel, including Curtis (1.70); conference with B. Kotliar, T. Foudy and J. Berman re: opposition papers (.70); conference call with counsel for the Debtors re: opposition to same (.50); conference call with counsel for the Debtors and the Creditors' Committee re: same with J. Drew, T. Foudy, and M. Moscato (.80); conference call T. Foudy, M. Moscato, J. Berman, J. Drew, B. Kotliar, and N. Moss re: arguments in opposition to same (.80); follow-up discussions with M. Moscato, J. Berman, J. Drew, and B. Kotliar re: same (.70)	5.20
07/19/13 JCB	Review JSNs' Motion to Disqualify counsel including Curtis and cases cited therein (3.30); correspondence with M. Moscato, T. Foudy, E. Tobin, B. Kotliar, J. Weber, and J. Drew re: preparing objection to motion (1.70); outline/draft objection (4.00); meet with T. Foudy, E. Tobin and B. Kotliar re: project assignments re: drafting opposition to Disqualification Motion (.70); internal meeting with J. Drew, J. Weber, and B. Kotliar re: conducting research and drafting objection to JSNs' Motion to Disqualify, inter alia, Debtors' Counsel, including Curtis (.70); conference call with T. Foudy, E. Tobin, M. Moscato, J. Drew, B. Kotliar, and N. Moss re: arguments in opposition to same (.80)	11.20
07/19/13 KK	Pull cases from Motion to Disqualify counsel including Curtis, and create copies per request of E. Tobin for use in drafting opposition to same (2.00)	2.00
07/20/13 SJR	Attend to review of declarations and documentation in support of JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis (1.80); review preliminary research memos and file in connection with same (.90)	2.70
07/20/13 TF1	Emails with J. Berman, M. Moscato, and E. Tobin on arguments to include in opposition to JSNs' Motion to	1.00

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Disqualify Counsel, including Curtis and research needed in connection with same (.80); email with J. Berman on status of draft opposition (.20)

07/20/13 EC	Research prior waiver of claims against one another as justification for continuing joint representation for opposition to JSNs' Motion to Disqualify Counsel, including Curtis (2.80)	2.80
07/20/13 MPJ	Research case law discussing dual representation conflicts re: Debtors' argument that Debtors are not adverse to one another because they have all agreed to take the same position in connection with responding to JSNs' Motion to Disqualify Debtors' Counsel, including Curtis (2.10); draft paragraph arguing that Debtors' agreement to value intercompany claims at zero eliminates any potential conflict (.30)	2.40
07/20/13 BMK	Begin drafting fact section of objection to JSNs' Motion to Disqualify Debtor and Committee Counsel, which includes Curtis in its capacity as Conflicts Counsel (3.60); review docket items such as orders, objections, and motions, and transcripts of hearings in connection with same to verify factual basis for arguments in objection (2.10); review PSA for provisions relating to filing plan and disclosure statement, approved plan documents, termination, milestones, and treatment of intercompany claims in connection with same (1.10); continue drafting fact section of same, specifically background to entry into PSA, court's opinion and order granting entry into the PSA, and the transcript of the hearing (1.20); email correspondences with J. Berman and J. Weber re: same and providing updates of open issues (.20)	8.20
07/20/13 JTW	Continue research re: impact of approval of PSA on potential conflicts with respect to the intercompany balances in connection with JSNs' Motion to Disqualify Debtors' Counsel, including Curtis (1.10); conduct research on whether settlement of intercompany balances has required appointment of special counsel (2.10); review Judge Glenn's decisions re: section 327(a) of the Bankruptcy Code (2.60); conduct research re: effect of the JSNs waiting until after approval of the PSA to file a motion to disqualify Debtors' counsel (1.40); draft initial legal argument section to be included in Debtors' objection to the JSNs' motion to disqualify (2.80); circulate initial draft to J. Berman for review (.10)	10.10
07/20/13 DAB	Email to J. Weber and B. Kotliar re: status of disqualification response in connection with JSNs' Motion to Disqualify Debtors' Counsel, including Curtis (.10)	0.10
07/20/13 ET	Review and analyze cases cited by the Ad Hoc Group in Disqualification Motion filed by JSNs which seek to	4.60



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remove Debtors' legal counsel, including Curtis in connection with intercompany disputes (1.60); draft analysis distinguishing cases (2.10); email correspondence with J. Berman re: same (.30); email correspondence with T. Foudy, M. Moscato, and J. Berman re: draft Debtors' opposition papers (.60)

07/20/13 JCB	Draft objection to JSNs' Motion to Disqualify Debtors' Counsel, including Curtis by incorporating legal research re: interdebtor claims giving rise to conflicts (5.70); review legal research of J. Drew and J. Weber re: same (2.70); review and revise draft objection re: same (3.00)	11.40
07/21/13 SJR	Attend to review of JSNs' Motions to disqualify the Debtors' professionals and counsel, including Morrison & Foerster and Curtis by reviewing draft response and email correspondence discussing same (3.40)	3.40
07/21/13 TF1	Draft preliminary statement for draft objection to JSNs' Motion to Disqualify Debtors' Counsel, including Curtis (2.60); review and edit draft objection to disqualification motion (2.90); review Ad Hoc Group's papers in connection with understanding factual basis for opposition papers to same (1.20); review prior relevant filings and court transcripts in connection with same (.90); review and incorporate comments from M. Moscato, E. Tobin, and N. Moss re: same (1.50); conference call with M. Moscato, and N. Moss to discuss her comments to draft objection (.30); review comments to disqualification motion objection from J. Levitt and G. Lee and attend to responding to same (.50)	9.90
07/21/13 JD3	Review correspondence re: comments to draft response to JSNs' motion to disqualify the Debtors' professionals and legal counsel, including Morrison & Foerster and Curtis (.50); review draft response in connection with same (.60); review cases cited by JSNs and prepare inserts distinguishing cases (2.80); review, edit, and circulate revised version of response containing inserts to J. Berman, J. Weber, and B. Kotliar (1.00)	4.90
07/21/13 MJM	Review draft Opposition to JSNs' motion to disqualify Debtors' law firms including Curtis (.90); edit T. Foudy's draft preliminary statement to above Opposition Brief (1.10); discussion with T. Foudy and N. Moss re: above Opposition Brief and edits/comments to resolve open issues (.30); continue review of draft Opposition to JSNs' disqualification motion (.90)	3.20
07/21/13 MPJ	Review correspondence between M. Moscato, T. Foudy, E. Tobin, and B. Kotliar regarding current draft of Objection to the JSNs' Motion to Disqualify the Debtors' counsel, including Curtis (.30)	0.30

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07/21/13 BMK	Review various case pleadings, transcripts, and docket items to respond to emails from T. Foudy and M. Moscato re: facts and application sections of objection to JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Morrison & Foerster and Curtis (2.40); draft email correspondences with T. Foudy and M. Moscato providing update to same (.90); review and revise same (1.80); further review and revise same, inputting edits and comments of G. Lee and J. Levitt from Morrison Foerster (.70); email correspondences with E. Tobin re: same (.50); review all objections filed by JSNs throughout case, including CRO and exclusivity objections in connection with same and further revising fact section (.60); review PSA, reply, opinion, hearing transcript, and Kruger Declaration for "best interests" language and statements made by the Ad Hoc Group in connection with same (.50)	7.40
07/21/13 ET	Review and revise draft opposition to the Ad Hoc Group's Motion for Limited Disqualification of the Debtors' counsel, including Curtis (2.30); numerous email correspondence throughout the day with M. Moscato, T. Foudy, J. Berman, J. Drew, and B. Kotliar re: same (.50); review and analyze applicable case law in support of the Debtors' arguments in opposition to the Ad Hoc Group's motion (2.40)	5.20
07/21/13 JCB	Review cases cited in Motion to Disqualify filed by JSNs which seek to remove Debtors' legal counsel, including Curtis, in connection with drafting sections of objection and argument distinguishing such cases (3.80)	3.80
07/22/13 TF1	Review JSNs' Motion papers in connection with drafting of opposition to disqualification motion that seeks to remove Curtis as the Debtors counsel (.90); review emails on scheduling of court conference on Motion (.10); review Answer and Disclosure Statement assertions regarding intercompany claims in connection with same (.70); exchange emails on comments to opposition from G. Lee and J. Levitt (.50); review and edit script for court conference on Motion (.80); conference call with T. Goren on comments to opposition (.20); review T. Goren email with comments to opposition (.40); meet with M. Moscato to discuss opposition to Motion (.30); attend court conference on Motion and participate in conferences with Committee and Debtors' counsel on various strategy issues concerning Adversary Proceeding, Plan Confirmation, and response to Motion (1.50); post-court meeting with M. Moscato and E. Tobin to discuss modification to Motion based on Court comments (.50); continue editing/revising opposition to disqualification Motion (3.00)	8.90

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07/22/13 JD3	Review summary of status conference on JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis and follow up correspondence re: same (.20)	0.20
07/22/13 MJM	Edit current draft of Opposition to JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis (1.80); discussion with T. Foudy re: same and other issues in connection with draft opposition brief (.30); review draft script for today's status conference before J. Glenn re: the JSNs' disqualification motion (.30); discussion with E. Tobin re: draft Opposition to the JSNs' disqualification motion (.20); discussions with T. Foudy and counsel for Creditors' Committee and Debtors to prepare for conference before J. Glenn (.80); attend conference before J. Glenn re: JSNs' disqualification motion (1.50); meeting with T. Foudy and E. Tobin to discuss draft Opposition to JSNs' disqualification motion in light of comments by J. Glenn at today's conference (.50)	5.40
07/22/13 EC	Meeting with E. Tobin, M. Jones, B. Kotliar, and D. Bloom to discuss issues relating to collateral release and strategy for reply to JSNs' Motion to Disqualify Debtors' Counsel, including Curtis (.90); attend call-in broadcast of preliminary meet and confer relating to same (.30)	1.20
07/22/13 MPJ	Meet with E. Tobin, D. Bloom, B. Kotliar, and E. Combs to discuss (a) the status of ongoing research projects and (b) status conference regarding the JSNs' Motion to Disqualify the Debtors' counsel, including Curtis (.80); listen to, and take notes on, the status conference regarding the JSNs' Motion to Disqualify the Debtors' counsel and the accelerated timeline for filings related thereto (.40)	1.20
07/22/13 BMK	Review draft script in connection with Chambers Conference on JSNs' Motion to Disqualify Debtors' counsel including Curtis (.20); incorporate comments of T. Goren and G. Lee from Morrison & Foerster to objection to disqualification motion by reviewing relevant background documents such as PSA, CRO Motion, and Mediation Motion (2.50); correspondence with T. Foudy and M. Moscato re: relevant portions of transcript from Adelphia hearing on Motion to Disqualify for potential arguments to be raised at chambers conference re: scheduling on disqualification motion and potential discovery requests (.50); telephonically attend portion of chambers conference re: scheduling on JSNs' disqualification motion and note Judge Glenn's comments highlighting relevant issues and case law in connection with same (.40); circulate summary of same highlighting relevant comments in order to guide drafting of disqualification objection brief	5.20

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(.60); correspondence with E. Tobin re: treatment of impaired class of Intercompany Balances under proposed plan in connection with same (.20); meet with D. Bloom, B. Kotliar, M. Jones, E. Tobin, and E. Combs re: issues related to JSN litigations (.80)

07/22/13 DAB	Review B. Kotliar's summary of intercompany balance issue referenced in disqualification motion (.20); conference with B. Kotliar and J. Weber re: status conference re: JSNs' disqualification motion (.90); attend and take notes at status conference including E. Tobin, B. Kotliar, M. Jones, and E. Combs re: JSNs' disqualification motion and JSN litigations (.80)	1.90
07/22/13 ET	Review relevant documents and draft outline for court appearance re: hearing on the Ad Hoc Group's Motion to Disqualify Counsel, including Curtis on shortened notice (1.10); follow-up correspondence with B. Kotliar and M. Moscato re: same (.30); correspondence with M. Moscato, T. Foudy, and T. Goren re: arguments in support of objection to Disqualification Motion (.50); analyze relevant cases, in connection with revising the Debtors' opposition to the Ad Hoc Group's motion (4.50); numerous correspondences with B. Kotliar re: same (1.30); attend portion of court conference and Courtcall re: briefing the Ad Hoc Group's disqualification motion on shortened notice (.50); follow-up meeting with M. Moscato and T. Foudy re: opposition to the Ad Hoc Group's disqualification motion (.50); meet with D. Bloom, B. Kotliar, M. Jones, and E. Combs re: issues related to JSNs litigations (.80)	9.50
07/23/13 SJR	Attend to review and comment of draft opposition to the JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis, and note comments to same (3.80)	3.80
07/23/13 TF1	Call with T. Goren regarding opposition to JSNs' Motion to Disqualify the Debtors' Professionals and Legal Counsel, including Curtis (.10); call with G. Horowitz regarding same (.20); edit/revise objection to disqualification motion to prepare same for circulation and comments from Morrison & Foerster and the Committee (6.10)	6.40
07/23/13 MJM	Edit and revise current draft of Opposition to JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis (2.00); correspond with T. Foudy re: proposed edits to same (.50); correspond with J. Berman re: same (.30); edit T. Foudy's latest draft re: same (.40)	3.20
07/23/13 GF	Attend to drafting and circulation of calendar entries relating to court hearings and deadline re: JSNs' Motion to Disqualify Debtors' Counsel, including Curtis (.70)	0.70

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07/23/13 BMK	Draft insert to objection to JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis re: plaintiffs answers to intercompany balances contained in answer in the JSN Adversary Proceeding and discussion of treatment of same in Disclosure Statement (1.20); email correspondence with T. Foudy re: same (.30) review cases relied upon by JSNs in disqualification motion for distinguishing in objection (1.50); correspond with J. Berman re: same (.40); review service and filing procedures for main case docket and email correspondence with E. Tobin summarizing same (.50); review case law re: 9019 standards for approving settlements of claims and email correspondence with T. Foudy re: same in connection with opposition brief (.40); review Granite Partners for applicable legal analysis relevant to arguments raised in objection to DQ motion, including conflicts analysis (.50); email correspondence with T. Foudy re: same, summarizing relevant findings (.30); review conditions precedent in proposed plan and effect of non-occurrence upon parties in interest and draft email summarizing and citing same to T. Foudy and M. Moscato (.50)	5.60
07/23/13 JTW	Conduct research re: 9019 settlements re: relevant standards for approving such settlements and requisite showings in connection with certain arguments made to JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis (1.90)	1.90
07/23/13 DAB	Review transcript of 7/22 disqualification motion conference in connection with drafting response to JSNs Motion to Disqualify, which seek to remove Debtors' legal counsel, including Curtis (.60); correspond with B. Kotliar re: same (.10)	0.70
07/23/13 JCB	Correspond with M. Moscato re: revising objection to JSNs motion for limited disqualification of Debtors' Legal Counsel including Curtis (.40); revise draft objection including ensuring accuracy of legal authorities relied upon (2.30)	2.70
07/24/13 SJR	Review of Debtors' Objection to Motion of the Ad Hoc Group of JSN to disqualify Debtors' Counsel, including Curtis and Committee Counsel, and mark-up with comments regarding same (2.20)	2.20
07/24/13 TF1	Review J. Levitt comments to JSNs' Motion to Disqualify, which seeks to remove Debtors' legal counsel, including Curtis, respond to certain comments, incorporate same into draft, and re-circulate (.90); participate in call with Morrison & Foerster team and L. Kruger on comments to disqualification opposition and follow-up discussion with M Moscato and J. Berman on revisions to draft in light of same (1.60); revise draft opposition to disqualification motion in light of	6.40

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comments from Morrison & Foerster and L. Kruger (3.90)

07/24/13	MJM	Review JSNs' proposed supplemental counterclaims and compare them to original counterclaims (.80); correspond with T. Foudy re: J. Levitt's proposed edits to draft Opposition brief (.30); participate in call with Morrison & Foerster and L. Kruger on comments to disqualification opposition and follow-up discussion with T. Foudy and J. Berman on revisions to draft in light of same (1.60)	2.70
07/24/13	BMK	Revise fact section of objection to JSNs' Motion to Disqualify Debtors' counsel, including Curtis, to incorporate facts re: CRO retention, engagement, and language of disclosure statement and plan regarding conditions precedent to confirmation (2.20); assist J. Berman with editing, revising, and drafting portions of objection to incorporate comments of J. Levitt and G. Lee of Morrison & Foerster including fact section, legal argument including certain bankruptcy court cases, application to facts, and preliminary statement (3.40); review and revise fact section of draft objection to ensure compliance and consistency with remainder of updated brief to ensure consistency with legal analysis (.50); review correspondences from Morrison & Foerster re: factual background to PSA and ensure consistency with draft objection's portrayal of facts (.30); email correspondence with C. Cu at KCC re: filing and service of objection to disqualification motion (.20)	6.60
07/24/13	JTW	Review of Third Priority Pledge Agreement and JSN Indenture to identify provisions limiting the JSNs' rights to challenge the Debtors' ability to settle certain claims related to the JSNs' collateral in connection with certain arguments raised in the opposition brief to the JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis (2.30); e-mail correspondence re same with T. Foudy, J. Berman, and B. Kotliar re: providing reference to provisions of the JSN Indenture re: same for the Debtors' objection to JSNs' disqualification motion (.40)	2.70
07/24/13	DAB	Correspond with J. Berman re: local rules, chambers rules and Bankruptcy Rules in connection with JSNs' Motion to Disqualify Debtors' Counsel, including Curtis (.40)	0.40
07/24/13	ET	Review and revise draft of Debtors' brief in opposition to JSNs' Motion to Disqualify Debtors' Counsel, including Curtis, and provide edits to T. Foudy and J. Berman re: same (.90); correspond with J. Berman re: same (.40)	1.30
07/24/13	JCB	Conference call with M. Moscato, T. Foudy, and Morrison & Foerster to discuss draft objection to JSNs' Motion for Limited Disqualification of Debtors' Legal	12.20

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Counsel, including Curtis (1.60); discuss revisions with B. Kotliar (3.40); draft/revise objection consistent with comments from Morrison & Foerster, including additional citations to case law and case documents, restructuring argument, and revising preliminary statement, facts and argument sections (7.20)

07/25/13 TF1	Coordinate call with Morrison & Foerster and L. Kruger to discuss comments to Committee Draft Objection and latest draft of Debtors' objection to JSNs' Motion to Disqualify Debtors' Professionals and Legal Counsel, including Curtis (.10); participate in same (.80); follow-up discussion with M. Moscato, E. Tobin, J. Berman, and B. Kotliar on edits to make in light of same (.30); review Committee draft objection and draft email with comments thereto (1.30); ensure that all tasks are covered for finalization and filing of objection to same (.30)	2.80
07/25/13 MJM	Review draft Opposition of Creditors' Committee to JSNs' Motion to Disqualify Debtors' Counsel, including Curtis (.90); edit latest draft by T. Foudy of Opposition to JSNs' disqualification motion, which sought to remove Debtors' legal counsel, including Curtis (1.60); review draft Opposition to JSNs' motion to dismiss Count III of Debtors' Amended Complaint in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are potential conflict parties (.90); participate in conference call with G. Lee, T. Goren, T. Foudy, E. Tobin, J. Berman, and B. Kotliar re: Debtors' draft Opposition to JSNs' disqualification motion (.80); follow-up discussion with T. Foudy, E. Tobin, J. Berman, and B. Kotliar re: finalizing draft Opposition to JSNs' disqualification motion (.30); review draft of Opposition to JSNs' disqualification motion reflecting edits discussed in today's conference call re: same (.80); discussion with J. Berman re: latest revised draft of Opposition to JSNs' disqualification motion (.30)	5.60
07/25/13 MPJ	Conduct citation check and reviews of all authorities relied upon in the Debtors' Objection to the Ad Hoc Group of Junior JSNs' Motion to Disqualify Debtors counsel, including Curtis, with a focus on ensuring that [a] all citations are bluebook compliant and [b] that cited authority accurately supports the proposition to which it is attached (4.80); correspond with B. Kotliar and J. Berman regarding results of same (.80); correspond with J. Berman and B. Kotliar to discuss necessary next steps to ensure filing of same by applicable deadline (.30)	5.90
07/25/13 BMK	Prepare for call with Morrison & Foerster re: latest draft of objection to JSNs disqualification motion seeking to disqualify Debtors' counsel, including Curtis (.80); attend teleconference with G. Lee and T. Goren of	9.40

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Morrison & Foerster, and T. Foudy, M. Moscato, E. Tobin, and J. Berman of Curtis re: Morison & Foerster edits and comments to draft objection and comments to the Committee's objection (.80); correspondence with M. Moscato, E. Tobin, J. Berman, and M. Jones re: revising, proofreading, cite-checking and preparing objection for filing and service (.30); assist J. Berman with inputting Morrison & Foerster comments and verify certain factual and legal arguments (.50); draft updated factual portion of objection including update to CRO retention, PSA, and plan/disclosure statement in accordance with Morrison Foerster comments (1.20); perform cite check re: factual background and case docket/pleadings referred to in draft objection and input edits to same (2.50); correspondence with M. Jones re: same and proper citations to legal authorities, including unpublished decisions and hearing transcripts (.80); correspondence with J. Berman re: case management order and certain procedural rules and formatting for filing objections (.50); email correspondence and conference with C. Cu at KCC re: preparation of service of same in accordance with case management order (.30); coordinate preparation of materials for draft objection including transcript and unpublished decision (.50); review entire draft objection for corrections and formatting (.70); respond to email correspondence with T. Foudy re: open issues re: facts in connection with same (.30); coordinate production of table of contents/table authorities with Word Processing Department (.20)

07/25/13 JTW	Review Case Management Order to ensure opposition brief to JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis, satisfies all stated requirements (.20)	0.20
07/25/13 ET	Review Draft opposition to the Ad Hoc Group's Motion to Disqualify, inter alia, the Debtors' counsel and professionals, including Curtis (.80); conference call with T. Foudy, M. Moscato, J. Berman, B. Kotliar, G. Lee, and T. Goren re: opposition to the Ad Hoc Group's disqualification motion (.80) follow-up discussions with T. Foudy, M. Moscato, J. Berman, and B. Kotliar re: same (.30); correspondence with M. Moscato, B. Kotliar, J. Berman, and M. Jones re: revising, proofreading, cite-checking and preparing objection for filing and service (.30)	2.20
07/25/13 JCB	Conference call with M. Moscato, E. Tobin, B. Kotliar, and T. Foudy, and Morrison & Foerster to discuss finalizing objection to JSNs' Motion to Disqualify filed by JSNs which seek to remove Debtors' legal counsel, including Curtis (.80); discussions with T. Foudy, M. Moscato, E. Tobin, B. Kotliar, and M. Jones re: revising, proofreading, cite-checking and preparing objection for filing and service (.30); revise and	7.80



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proofread objection and incorporating comments from M. Moscato and E. Tobin (4.30); review case law cited in JSNs' motion and objection (2.10); follow-up discussion with M. Moscato re: same (.30)

07/26/13 SJR	Final review of draft opposition brief to JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis in anticipation of filing (.70)	0.70
07/26/13 TF1	Perform final review and give final comments on objection to JSNs' Motion to Disqualify the Debtors' Professionals and Legal Counsel, including Curtis (.90); review AFI objection to disqualification motion (.30); review Committee Objection to disqualification motion (.50)	1.70
07/26/13 MJM	Final edits to Opposition to JSNs' disqualification motion, which sought to remove Debtors' legal counsel, including Curtis (1.50); correspond with J. Berman re: same (.20)	1.70
07/26/13 MG8	Review briefly, responses and objections filed by Committee, Ally and Consenting Claimants to JSNs' Motion to Disqualify Professionals, including Curtis, and attend to related correspondence with D. Bloom and B. Kotliar regarding the same (.70)	0.70
07/26/13 MPJ	Review T. Foudy's comments regarding draft of the Debtors' Objection to the Ad Hoc Group of JSNs' Motion to Disqualify the Debtors counsel, including Curtis (.50); assist J. Berman and B. Kotliar with proofreading above-referenced Objection prior to filing (.60); review the Creditors Committee's Objection to the Ad Hoc Group's Motion to Disqualify (.50); review the Joinder of the Consenting Creditors to the various objections to disqualification of Debtors' counsel (.10); review the Objection of Ally Financial, Inc. to the JSNs' Motion to Disqualify the Debtors' counsel (.20)	1.90
07/26/13 BMK	Coordinate updated tables of contents/authorities for objection to JSNs' Motion to Disqualify Debtors' counsel, including Curtis, by reviewing and revising draft and ensuring accuracy of legal authorities cited and relied upon to ensure compliance with case management order requirements for pleadings filed in the main bankruptcy case (.70); review and revise draft objection in order to prepare for filing, ensure final accuracy of facts/legal authorities relied upon, and procedural requirements such as attaching exhibits (1.20); correspond with J. Berman and M. Jones re: same and inputting final edits/comments of T. Foudy and M. Moscato (.60); circulate as-filed version of same, and Committee's, AFI's, and consenting claimants' objections to same to S. Reisman, T. Foudy, M. Moscato, and M. Gallagher (.20); coordinate preparation of materials in connection with same for hearing (1.10)	3.80

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07/26/13 JCB	Revise and finalize objections to JSNs' Motion for Disqualification of Debtors Professionals and Legal Counsel, including Curtis with M. Jones and B. Kotliar (2.90)	2.90
07/27/13 BMK	Review transcript of Adelphia hearing on disqualification in connection with upcoming hearing on JSNs' Motion to Disqualify Debtors counsel, including Curtis (.70)	0.70
07/29/13 TF1	Review Consenting Claimants' joinder to objection to JSNs' Motion to Disqualify the Debtors' Professionals, including Curtis (.50); review/analyze reply by Ad Hoc Group on disqualification motion (.70); conference call with G. Lee and J. Marines on disqualification motion reply (.60); meet with M. Moscato, E. Tobin, and B. Kotliar to discuss responses to issues raised in disqualification motion reply (.80); review/revise draft script for hearing on disqualification Motion (1.50)	4.10
07/29/13 MJM	Review and analyze JSNs' Reply brief in support of their disqualification motion, which sought to remove Debtors' legal counsel, including Curtis (.90); discussion with T. Foudy, E. Tobin, and B Kotliar re: JSNs' reply brief in support of their disqualification motion and open issues/arguments to be addressed at upcoming oral argument (.80); review and edit draft script for tomorrow's disqualification hearing before J. Glenn (1.30); draft email to T. Foudy re: edits to draft script for tomorrow's disqualification hearing (.40)	3.40
07/29/13 BMK	Review JSNs' reply filed in further support of the JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis, and prepare arguments and rebuttal in response by reviewing all filed objections to disqualificaiton motion and documents relied upon and original motion seeking to remove Curtis as Debtors' counsel (1.90); conference with T. Foudy, M. Moscato, and E. Tobin re: same (.80); review Worldcom and Enron for bases for denying disqualification motions as tactical (.90); review cases relied upon in Debtors' objection to disqualification motion re: representation of multiple parties and resolution of conflicts through settlement (.70); correspond with T. Foudy and M. Moscato re: same including potential counterarguments to JSNs reply to motion (.70); coordinate production of materials necessary for hearing on disqualification motion (.50)	5.50
07/29/13 ET	Meet with M. Moscato, T. Foudy, and B. Kotliar re: arguments in response to the Ad Hoc Group's Omnibus reply in further support of the Motion to Disqualify the Debtors' Counsel, including Curtis (.80); follow-up correspondence with B. Kotliar re: same (.10)	0.90
07/30/13 SJR	Review disqualification motion arguments and	2.30

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submission re: Curtis acting with Morrison & Foerster with respect to same in anticipation of hearing and argument on same (2.30)

07/30/13	TF1	Attend court conference on JSN Motion to disqualify counsel as such matter implicates Curtis' ability to act as Conflict Counsel (2.50)	2.50
07/30/13	MJM	Attend hearing before Judge Glenn re: JSNs' disqualification motion, which sought to remove Debtors' legal counsel, including Curtis (2.50)	2.50
07/30/13	JTW	Participate in court call re: hearing and oral argument on JSNs' Motion to Disqualify the Debtors' professionals and legal counsel, including Curtis (2.30)	2.30

TOTAL HOURS 325.80

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	19.40	830	16,102.00
Michael J. Moscato	Partner	31.50	785	24,727.50
Theresa A. Foudy	Partner	50.20	730	36,646.00
Michael Ari Cohen	Partner	3.60	730	2,628.00
Maryann Gallagher	Counsel	1.70	625	1,062.50
Ellen Tobin	Associate	28.90	600	17,340.00
Jeffrey C. Berman	Associate	52.00	600	31,200.00
James V. Drew	Associate	13.50	590	7,965.00
Daniel A. Bloom	Associate	7.50	480	3,600.00
Peter Josef Buenger	Associate	4.50	425	1,912.50
Edward Combs	Associate	4.00	305	1,220.00
Michael P. Jones	Associate	11.90	305	3,629.50
Bryan M. Kotliar	Associate	62.80	305	19,154.00
John Thomas Weber	Associate	26.80	305	8,174.00
Georgia Faust	Legal Assistant	1.50	235	352.50
Kristine Kim	Legal Assistant	2.00	210	420.00
Julia Gumper	Legal Assistant	4.00	190	760.00
		<b>325.80</b>		<b>\$176,893.50</b>

**TOTAL SERVICES**

**\$176,893.50**

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**Summary of Expenses**

External Photocopy Service	121.10
CourtCall	65.00
Pacer - ECF	90.60

<b>TOTAL EXPENSES</b>	<b>\$276.70</b>
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<b>TOTAL THIS INVOICE</b>	<b>\$177,170.20</b>
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**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

October 10, 2013

Inv. # 1591226  
 Our Ref. 062108-000410  
 SJR

Attention: Residential Capital, LLC

**Re: Adversary Proceedings and Contested Matters**

07/01/13 SJR	Discuss and provide comments to T. Foudy and B. Kotliar re: correspondence to Judge Glenn regarding JSN letter from White & Case and strategy regarding potential conflict and defending against same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
07/01/13 TF1	Call with Morrison & Foerster (G. Lee, J. Levitt, T. Goren, L. Marinuzzi, M. Moscato, and J. Marines) to discuss drafting script for Chambers conference in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); review emails from Kirkland's R. Schrock with suggestions for letter to Chambers and Chambers conference in connection with same (.20); confer with M. Moscato on memo regarding allocation issues and "meet and confer" with JSNs' counsel, including White & Case and Milbank (.30); meet with S. Reisman and B. Kotliar to discuss Chambers letter and approach to Chambers conference (.50); edit letter to court in light of S. Reisman's comments (.90); draft script for Chambers conference and revise same to incorporate G. Lee comments (4.90); review letter responding to Ad Hoc Group's threats and timing of conference re: same (.40); conference with E. Tobin, M. Moscato, and B. Kotliar re: Morrison & Foerster response letter to Chambers and important talking points for status conference (.80)	8.50
07/01/13 MJM	Participate in call with G. Lee, J. Marines, J. Levitt, T. Goren, L. Marinuzzi, and T. Foudy re: strategy related to letter to J. Glenn responding to JSNs' threats and allegations in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); confer with T. Foudy re: allocation memo and meet and confer with JSNs' counsel (.30); discussion with J. Berman re: legal memo concerning [REDACTED] in connection with Consolidated JSN Adversary	7.40

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Proceeding (2.10); meeting with J. Weber and J. Berman re: above letter and above memo (.40); revise draft letter to J. Glenn (.40); correspond with T. Foudy and E. Tobin re: talking points for Chambers conference re: same (.30); revise and discuss with T. Foudy and E. Tobin draft of talking points re: conference with J. Glenn (1.80); revise and discuss with J. Berman draft memo re: "tracing" and "allocation" issues (.60); exchange emails with Morrison & Foerster re: strategy for conference before J. Glenn (.20); conference with T. Foudy, E. Tobin, and B. Kotliar re: Morrison & Foerster response letter to Chambers and important talking points for status conference (.80)

07/01/13 GF	Revise JSN Work Plan to reflect updated scheduling of hearings and court deadlines at request of D. Bloom in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60)	0.60
07/01/13 EC	Review pleading and exhibit material from JSN proceedings in preparation for pre-trial conference and related research in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (2.30)	2.30
07/01/13 MPJ	Review and analyze the Debtors' Amended Complaint in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties in connection with upcoming research projects re: same (1.50); review internal Curtis summary of adversary proceedings against the Junior Secured Noteholders (.70); review Curtis' chart describing the Defendants' counterclaims (.30); review Defendants' answers and affirmative defenses (.30); review Junior Secured Notes Indenture section on collateral (.40); review Curtis' summaries of the relevant portions of the Examiner's report (1.10); review and analyze outline prepared in advance of June 3, 2013 chambers conference (.40); meet with J. Berman to discuss research needs regarding tracing and commingling of a debtor's bank accounts (.20); research whether commingling of Debtors' bank accounts prevents tracing (1.50)	6.40
07/01/13 BMK	Coordinate with S. Soriano re: production of materials for consolidated adversary proceeding with respect to Debtor and Committee complaints against the JSNs where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); attend teleconference with T. Foudy, M. Moscato, E. Tobin, and G. Lee of Morrison & Foerster re: draft script for conference re: discovery and letter correspondence between the JSNs and Morrison & Foerster (.50); follow up discussion with E. Tobin re: project tasks and open issues (.30); draft outline of script re: discovery issues, letter	10.00

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correspondences, and JSN counterclaims (2.40); discuss same with S. Reisman and T. Foudy (.50); review correspondence between JSNs and Morrison & Foerster and draft responsive letter per instructions of T. Foudy (.50); review recent cases involving interdebtor claims and similar litigation strategies employed in the JSN litigation such as Charter Communications, General Growth Properties, and A&P (2.20); email correspondence summarizing research findings re: same to T. Foudy, M. Moscato, and E. Tobin (.50); review CRO Motion, Reply, Engagement Letter, and Amendment No. 1 to Engagement Letter re: role, scope and purpose of CRO in resolving interdebtor disputes and compliance with fiduciary obligations (.80); draft email correspondence re: same to E. Tobin (.30); email correspondence with T. Foudy re: retention of estate professionals under section 327(a) of the Bankruptcy Code (.60); supplement draft script with relevant case background (.40); meet with T. Foudy, M. Moscato and E. Tobin re: Chambers conference on discovery issues and exchanged letters (.80)

07/01/13 JTW	Conduct research re: allocating settlement recoveries among causes of action and the effect on creditors' liens with respect to same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.10); review of Examiner's report re: projected value of various litigation claims that Debtors seeks to settle in the context of Fed. R. Bankr. P. 9019 (.80); correspond with D. Bloom re: drafting of memorandum re: same (.30); draft case summaries in preparation for drafting memorandum (1.30) conduct research re: treatment of Rule 9019 with respect to specific allocations of settlement proceeds (2.40); conference with M. Moscato and J. Berman re: same (.40)	7.30
07/01/13 DAB	Correspondence with J. Weber re: research re: tracing/allocation requirement with respect to the settlement of Debtor claims against AFI, including AFI contract claims in context of PSA and proposed Global settlement in connection with consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00); further research regarding same within published and unpublished bankruptcy and appellate case law and secondary materials (1.30); revise memorandum analyzing case law regarding allocation of settlement proceeds and incorporating research findings and applying same to facts at issue in ResCap (1.00); review PSA order per T. Foudy request and provide analysis of same for draft hearing script (.80); correspond with B. Kotliar re: precedent pertaining to intercompany issues (.30); confer with J. Berman regarding follow-up research necessary with respect to	6.50

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allocation of settlement proceeds (.30); perform follow-up research per J. Berman's request regarding same (1.50); email J. Berman with analysis of additional case law per follow-up research (.30)

07/01/13 SS2 Per B. Kotliar's request, prepare materials re: "Adversary Proceedings v. JSNs" and "Summary of Adversary Proceedings Against the JSNs" in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.40) 5.40

07/01/13 ET Conference call with M. Moscato, T. Foudy, B. Kotliar, G. Lee and J. Levitt re: response to C. Shore's June 26, 2013 letter regarding JSN litigation issues in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.50); follow-up discussions with B. Kotliar re: same (.30); conduct research and review and analyze relevant pleadings, motions, cases, and hearing transcripts re: same for draft responsive letter to Chambers (4.10); draft and revise outline of important points for July 3, 2013 Chambers conference in connection with same and certain discovery issues arising in the JSN Adversary Proceeding generally (1.10); confer with J. Berman re: open research projects and project tasks/assignments in connection with JSN Adversary Proceeding (.30); conference with T. Foudy, M. Moscato, and B. Kotliar re: Morrison & Foerster response letter to Chambers and important talking points for status conference (.80) 7.10

07/01/13 JZ Correspondence with M. Gallagher and T. Smith regarding CMH Holdings payment dispute handled by Curtis as Conflicts Counsel issues in light of Examiner's report (.20); continue review and summary of examiner's report with respect to CMH Holdings issues, as well as other Cerberus transactions, and potential avoidance actions issues with specific attention to dispute handled by Curtis (8.60) 8.80

07/01/13 JCB Discuss with M. Moscato tracing and allocation issues and related memorandum in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); research in connection with preparation of memorandum (3.80); review of caselaw re: memorandum (2.30); drafting/revising memorandum (1.10); meet with M. Moscato and J. Weber re: allocation memo (.40); confer with M. Jones re: [REDACTED] and assignment (.20); meet with E. Tobin to discuss all ongoing legal research projects in connection with JSN Adversary Proceeding (.30); confer with D. Bloom re: open issues in allocation memo and research results (.30) 9.00



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07/02/13 SJR	Review documentation regarding Junior Secured Notes litigation as noteholders Loomis and UBS are conflict parties and underlying Complaint, Counter-Claims, Document Requests, and other materials including correspondence to Judge Glenn in preparation for chambers conference on the record before Judge Glenn with respect to Morrison Foerster letter and Curtis' involvement with respect to Conflicts Counsel matters as defendants Wells Fargo, UBS, and Loomis are conflict parties (2.30); attend hearing at U.S. Bankruptcy Court, Southern District of N.Y., on issues with respect to JSN litigation and follow up regarding same (1.30); continue to review e-mails regarding JSN matters and correspondence regarding discovery (.40); review of outline for Chambers conference on July 3rd before Judge Glenn regarding arguments to be made related to JSN litigation and allegations of conflicts of interest by counsel involved in the case (1.30); review comments of Gary Lee regarding same (.30); confer with T. Foudy regarding final script (.20)	5.80
07/02/13 TF1	Review document requests and interrogatories in preparation for "meet and confer" at Morrison & Foerster and pre-meet at Morrison & Foerster for "meet and confer" in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); participate in "meet and confer" conference and post-mortem meeting with E. Tobin and Morrison & Foerster (2.30); discuss same and follow-up assignments with various team members (E. Tobin, M. Moscato, B. Kotliar, D. Bloom) (1.40); discuss meet and confer results with M. Moscato and E. Tobin (1.20); meet with E. Tobin and E. Combs re: adequate protection and diminution claims research project and preliminary results (.20); meet with J. Weber, D. Bloom, E. Tobin, and J. Berman re: adequate protection and diminution research (.40); edit draft script for upcoming Chambers conference in light of comments by G. Lee and to address adequate protection issues (2.80); attend to preparation of materials for Chambers conference (.40); multiple edits of draft Chambers letter in light of comments (1.10); multiple email correspondence with Morrison & Foerster regarding timing of conference (.50); confer with S. Reisman on conference and preparation (.20); review emails on Examiner report findings relevant to JSNs, informal document discovery and preparation for motions to dismiss counterclaims (.50)	12.30
07/02/13 MJM	Review current draft of letter to J. Glenn and Chambers Conference script in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); participate in conference call with Morrison & Foerster	2.60

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re: above letter and script and timing of same (.40);  
discussions with T. Foudy and E. Tobin re: today's  
meet-and-confer and issues arising therefrom (1.20);  
discussion with J. Berman and E. Tobin re: legal research  
issues related to potential motion to dismiss the JSNs  
Counterclaims (.60)

07/02/13 MG8	Telephone conference with L. Delehy regarding Examiner Report discussion on CMH Holdings transaction with Cerberus in connection with a related dispute with Cerberus handled by Curtis as Conflicts Counsel (.20)	0.20
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07/02/13 EC	Prepare legal analysis of adequate protection claims asserted by JSNs in preparation for potential argument at pretrial meeting in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.20); research relating to adequate protection availability and extension of liens as adequate protection in connection with same (2.90); research relating to valuation of diminution claims in Second Circuit case law (1.60); research timing of diminution claim, specifically whether creditor is entitled to protection of the value of collateral at the time of petition (.70); attend meeting with T. Foudy and E. Tobin to discuss research and projects relating to adequate protection liens (.20)	8.60
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07/02/13 MPJ	Correspond with J. Berman re: updating inventory sheet to include reference to applicable counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.10); confer with B. Kotliar to discuss strategy for updating inventory sheet (.30); update same to incorporate references to relevant counterclaims and catalogue applicable documents and research relating thereto (2.60)	3.00
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07/02/13 BMK	Coordinate preparation of pleadings and materials in connection with consolidated adversary proceedings where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); coordinate production of materials for Wednesday morning Chambers conference in connection with discovery disputes and letters (.60); review and revise JSN inventory sheet tracking research, documents and other case materials to reflect recently filed counterclaims and review research, documents, and other case materials (1.50); confer with M. Jones re: revising same and coordinating categories of claims for internal tracking spreadsheet (.30); review and revise same and circulate to E. Tobin, J. Berman, D. Bloom and M. Jones (.50); correspond with D. Bloom and J. Weber re: allocation of settlement and valuation issues for research memo (.30); multiple conferences with D. Bloom and J. Weber re: initial project assignment re:	11.80
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treatment of adequate protection liens under AFI DIP Order and collecting case law (1.50); review AFI/JSN Cash Collateral Order and stipulations amending same re: adequate protection liens and other protections granted to JSNs in connection with certain assertions made by the JSNs in the counterclaims re: Intercompany Claims (1.10) email correspondence with T. Foudy and M. Moscato detailing treatment of same (.60); email correspondences with D. Bloom re: updates re: findings re: same and additional research issues (.20); review PSA motion, draft plan/term sheet, Whitlinger affidavit, cash collateral motions, complaint and amended complaint for treatment of intercompany claims throughout case in connection with same (.90); review Debtors' schedules of assets and liabilities re: intercompany claims including disclaimers, waivers, and reservations of rights re: same (1.20); draft summary of case history re: same including arguments re: adequate protection liens re: diminution in value of intercompany claims (2.10); email correspondences with D. Bloom and J. Weber re: same (.20)

07/02/13 JTW

Conduct research re: valuation of claims and causes of action settled in connection with Global Settlement and PSA pursuant to FRBP 9019 in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.90); conduct further research re: valuation in [REDACTED] effect on creditors' rights (2.80); conduct further research re: [REDACTED] of collateral as well as effect on [REDACTED] (1.40); multiple correspondence with D. Bloom re: incorporating above research into memorandum re: timing of valuation, allocation of settlement proceeds within context of Rule 9019 settlement and procedurally proper mechanism to request such valuation (.80); attend meeting with T. Foudy, E. Tobin, J. Berman, and D. Bloom to discuss research needed on JSNs' claim re: adequate protection and the diminution in value of JSNs' collateral in connection with proposed treatment of intercompany balances under Global Settlement (.40); conduct research re: adequate protection and claims asserted by secured creditors for the diminution in value of the collateral in connection with same (2.40); conduct research on methodologies for valuation of diminution claim (1.60); multiple conferences with D. Bloom and B. Kotliar re: same (1.50)

12.80

07/02/13 DAB

Review counterclaims filed by the JSNs in the consolidated adversary proceedings and analyze same in connection with role as conflicts counsel as Loomis, Wells Fargo and UBS are conflicts parties (.90); extensive research regarding allocation of settlement proceeds in connection with same for M. Moscato and

8.60

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J. Berman (1.00); further research and review of secondary sources in connection with same (1.50); research per request of J. Berman regarding procedural issues pertaining to appropriate forum for lien valuation versus lien validity in connection with same (1.50); draft email memorandum summarizing findings regarding same (.40); correspond with B. Kotliar re: statements in Examiner Report re: JSN prepetition liens in connection with same (.40); discussions with J. Berman re: procedural issues pertaining to valuation and validation of liens in bankruptcy in connection with same (.40); meet with T. Foudy, E. Tobin, J. Weber, and J. Berman re: research requested by Morrison & Foerster re: allocation and adequate protection (.40); research regarding same for same (.60); multiple conferences with B. Kotliar and J. Weber re: allocation and valuation issues for research memo re: same (1.50)

07/02/13 SS2	Assist B. Kotliar in finalizing materials re: "Summary of Adversary Proceedings Against the JSNs" (2.00); duplicate final version of binder titled "Adversary Proceedings v. JSNs" in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); per B. Kotliar's request, create binder titled "July 3, 2013 Conference JSN Letter, Counterclaims, and Discovery Requests" for S. Reisman and T. Foudy (2.00)	5.50
07/02/13 ET	Review discovery requests in preparation for meet-and-confer with counsel for defendants in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); meet with counsel for Debtors to discuss strategy for responding to defendants' discovery requests in advance at meet and confer meeting (1.30); meet with counsel for all parties to address discovery disputes and responses and related post-mortems with T. Foudy and Morrison & Foerster (2.30); conference with T. Foudy and M. Moscato re: results of meet and confer (1.20); review and revise outline for July 3 court conference in connection with potential issues re: JSNs' entitlement to adequate protection (.40); telephone call with M. Moscato and J. Berman re: strategic issues for motion to dismiss Defendants' counterclaims (.60); conduct research re: strategic issues arising in adversary actions, including the JSNs' right to adequate protection lien (1.90); correspondence with D. Bloom and J. Berman re: same (.50); meet with T. Foudy and E. Combs re: adequate protection research assignment (.20); meet with T. Foudy, J. Berman, D. Bloom, and J. Weber re: additional research re: same (.40)	9.60
07/02/13 JZ	Review and revise summary of avoidance action issues raised in Examiner's report as related to Cerberus in	6.50

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connection with dispute handled by Curtis as conflicts counsel (6.10); correspond with D. Bloom regarding issues related to same (.40)

07/02/13 JCB	Review of collected research re: counts of Debtors' amended complaint and JSNs' counterclaims and research yet to be performed in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); correspondence with M. Jones, D. Bloom, and J. Weber re: updating document in connection with same (.20); review caselaw discussing when creditor is entitled to seek an allocation of settlement proceeds (1.30); discussions with D. Bloom re: same (.40); research availability of relief sought by JSNs in an adversary proceeding as compared to main bankruptcy case due to impact on creditors' rights (2.40); meet with J. Weber, D. Bloom, E. Tobin, and T. Foudy re: adequate protection research findings (.40); revise memorandum re: availability of allocation of settlement proceeds to JSNs (1.10); call with M. Moscato and E. Tobin re: work product and next steps in connection with Motion to Dismiss JSN counterclaims, incorporating research performed by Curtis (.60)	6.80
07/03/13 SJR	Attend Status Conference at U.S. Bankruptcy Court, Southern District of New York, before Judge Glenn with respect to letter requesting hearing on discovery issues as well as other issues related to JSNs and alleged conflict of interest regarding inter-company claim resolution in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); review documentation and correspondence between Morrison & Foerster and Counsel for JSNs related to same (1.60); review of research re: adequate protection claims made by JSNs and findings with respect to same (1.30); follow-up conference with T. Foudy and M. Moscato re: research needed in connection with open issues re: JSN litigation (.80)	5.00
07/03/13 TPS	Review questions arising in connection with [REDACTED] and effect on CMH Holdings issues handled by Curtis as Conflicts Counsel in connection with Cerberus (.60)	0.60
07/03/13 TF1	Review letter from JSNs to Court in response to letter on counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); confer with M. Moscato and S. Reisman on same and other open issues in advance of Status Conference (.80); prepare for court conference in connection with same (.90); attend court conference on JSNs and follow-up conferences with Debtors' and Committee Counsel (J. Levitt, T. Goren, and G. Horowitz) (1.30);	4.20

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confer with J. Levitt on action items arising from court conference (.20); call with Committee counsel on discovery requests (.20); emails on dividing issues and discovery into Phase I and Phase II and developing discovery plan (.50)

07/03/13 MJM	Review correspondence and legal analyses in preparation for chambers conference before J. Glenn on issues arising in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and with respect to letters from Morrison & Foerster and White & Case regarding conflict issue (1.30); discussions with T. Foudy re: upcoming Chambers conference with J. Glenn (.80); attend Chambers conference held by J. Glenn and follow-up conferences with Debtors' and Committee Counsel (J. Levitt, T. Goren, and G. Horowitz) (1.30); revise draft chart re: discovery requests to JSNs (.60); meeting with E. Tobin re: draft chart re: discovery requests to JSNs (.20); meeting with J. Berman to discuss draft memo identifying issues appropriate for motions to dismiss and/or summary judgment (.30)	4.50
07/03/13 GF	At request of B. Kotliar, pull documents and prepare materials re: documents and research in connection with Debtor complaint and JSN counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.60); correspond with B. Kotliar and M. Jones re: details and updates to same (1.00)	5.60
07/03/13 EC	Research relating to entitlement to postpetition interest for oversecured creditors and burdens of proof in demonstrating oversecured status in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.60); research whether determination of interest rate to be charged in postpetition interest is appropriate matter for a motion to dismiss (2.20); research relating to [REDACTED] for demonstration of diminution claim for adequate protection and potential [REDACTED] [REDACTED] (2.80); review complaint, answer and counterclaim in order to prepare detailed synopsis of claims relating to postpetition interest and debtor by debtor determination of secured status in preparation for motions to dismiss counterclaims in connection with same research above (3.10); research classification of claims as "general intangibles" for determination of soft collateral claims as falling generally under that categorization (3.80); conference with J. Berman, B. Kotliar, J. Weber, M. Jones, and D. Bloom re: motions to dismiss and/or summary judgment litigation strategy with respect to JSN counterclaims and Debtor	14.20



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complaint (.70)

07/03/13 MPJ	Identify key documents relating to JSN counterclaims for J Berman and E. Tobin in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.70); correspond with J. Berman regarding research needs associated with responding to the Junior Secured Noteholders' counterclaims (.10); prepare summary of factual and legal issues associated with Debtors' claim number 1 and counterclaim number 21 in connection with same and with regard to litigation strategy concerning motion to dismiss and/or summary judgment (3.40); prepare summary of factual and legal issues associated with Debtors' claim number 3 / counterclaims numbered 22-25 in connection with same (3.70); meet with J. Berman, D. Bloom, B. Kotliar, E. Combs, and J. Weber to discuss assignments regarding summaries of remaining claims and counterclaims (.70)	8.60
07/03/13 BMK	Email correspondence with M. Moscato and T. Foudy re: In re General Growth Properties, liens on intercompany claims, and the underlying basis for the JSNs' adequate protection liens on same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); additional follow-up correspondence with T. Foudy and M. Moscato re: same and other arguments re: adequate protection liens and preparing for chambers conference (.30); email correspondence re: same with D. Bloom, J. Weber, and E. Combs (.20); coordinate with M. Jones and G. Faust re: production of all research and materials relating to complaint and counterclaims re: JSN consolidated adversary proceeding (.30); email correspondence with D. Bloom and J. Weber re: amount of JSN claims as alleged in Debtor complaint and JSN counterclaims (.30); review JSN Pledge and Security Agreement re: obligor, borrower, and grantor debtors and categories of liens granted (2.50); analyze same in connection with NY Uniform Commercial Code definition of lien categories (1.10); conferences with D. Bloom re: same (.50); begin drafting summary of same and correspond with J. Weber re: same (.50); conference with J. Berman, D. Bloom, M. Jones, E. Combs, and J. Weber re: drafting litigation summary sheet incorporating counts of Debtors' amended complaint and related JSNs' counterclaims (.70); review transcript of morning chambers conference re: bifurcation of JSNs' sought declarations into Phase I and Phase II in accordance with Court's guidance (.40)	7.20
07/03/13 JTW	Review of JSNs' answer, affirmative defenses and counterclaims in connection with research on adequate protection re: Consolidated JSN Adversary Proceeding	15.40

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where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); conduct research re: adequate protection liens on unliquidated estate claims (2.50); conduct research re: availability of diminution claims where secured creditor is oversecured (3.40); internal meeting with J. Berman, D. Bloom, M. Jones, B. Kotliar and E. Combs re: JSNs' counterclaims and the specific counts of the complaint and counterclaims each individual is to research and address (.70); begin draft summary of all claims asserted in Debtors' complaint and JSN counterclaims re: adequate protection (Debtor Complaint Count 2 and JSN counterclaims 19, 26-30) (2.20); further research re: resolution of intercompany balance determinations through plan contribution (2.10); conduct research re: treatment of intercompany balances in the Rule 9019 settlement context outside of Plan confirmation (1.30); research re: secured Creditor's right to adequate protection in the "equity cushion" of the collateral as of the petition date (1.20); assist D. Bloom in drafting of summary memorandum re: treatment of intercompany balances in the Plan context for T. Foudy and M. Moscato (.80)

07/03/13 DAB Further research regarding adequate protection claims 12.60

made by JSNs in counterclaims vis-à-vis diminution in value of intercompany claims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.60); correspondence with B. Kotliar, J. Weber, and E. Combs regarding same (1.20); review and edit inserts for draft memo re: same from E. Combs, B. Kotliar and J. Weber (.80); draft summary of preliminary findings to T. Foudy and M. Moscato in advance of Chambers conference (.50); review and analyze JSNs' letter re: conflicts and discovery issues (.60); review assignment from T. Foudy and M. Moscato re: JSNs' arguments re: equity cushion to provide further guidance on JSNs' entitlement to adequate protection in same (.40); review T Foudy inquiry re: intercompany claims' status as General Intangibles under the Uniform Commercial Code (.30); research regarding same (2.00); correspond with E. Combs re: same (.20); confer with B. Kotliar re: review of pledge agreement and plan provisions relating to same and interpretations of same under N.Y. U.C.C. (.50); obtain transcript of chambers conference for T. Foudy and review same to address questions re: same (.80); attend conference J. Berman, M. Jones, E. Combs, B. Kotliar, and J. Weber re: litigation strategy re: motion to dismiss or summary judgment with respect to JSN counterclaims (.70)

07/03/13 ET Work with J. Berman to draft summary/analysis of factual 8.80  
and legal issues for Debtors' motion to dismiss  
defendants' counterclaims, including follow-up email



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correspondence and in person discussions re: same in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (2.80); confer with M. Moscato re: conference with Judge Glenn and Phase I and Phase II discovery and chart of issues re: same in connection with document requests (.20); draft analysis of Debtors' discovery requests to the JSNs re: Phase I and Phase II discovery (3.20); correspondence with T. Foudy and M. Moscato re: the same (.10); draft summary of July 2, 2013 meet and confer, and email correspondence with T. Foudy, J. Levitt, and R. Salerno re: same (2.50)

07/03/13 JCB	Draft outline of legal and factual issues in preparation for answering/moving to dismiss JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (6.20); correspondence with M. Moscato and E. Tobin re: same (.80); review transcript of status conference before Judge Glenn re: bifurcation of JSN counterclaims and issues into Phase I and Phase II (1.10) review case law re: intercompany claims (.70); review chart categorizing document requests as relating to Phase I or Phase II (.30); correspondence with M. Jones re: draft summary of factual and legal issues re: Count I of Debtors' amended complaint (.60); confer with M. Moscato re: memorandum analyzing litigation strategy as between motions to dismiss or summary judgment (.30); attend conference with D. Bloom, M. Jones, E. Combs, B. Kotliar, and J. Weber re: litigation strategy re: motion to dismiss or summary judgment with respect to JSN counterclaims (.70)	10.70
07/04/13 TF1	Emails with D. Bloom and M. Moscato on priority and results of bankruptcy associate research projects regarding JSNs' claims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); emails on conferring with Morrison & Foerster on motions to dismiss counterclaims and litigation strategy re: same (.10)	0.60
07/04/13 EC	Review pleadings and revise claims assessment to include additional detail relating to allocation of settlement amounts to individual Debtors in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.90)	0.90
07/04/13 MPJ	Participate in call with D. Bloom regarding summaries of the Debtors' complaint Counts I and III in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties to determine litigation strategy as between Summary	4.60

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Judgment and motion to dismiss (1.70); update above referenced summaries to incorporate D. Bloom's comments (2.90)

07/04/13 JTW	Conduct preliminary research re: claims and counterclaims in JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties re: burden of proof with respect to collateral value and diminution claims (1.80); further research re: same in the context of section 506 of the Bankruptcy Code (1.20); finalize summary of claims related to adequate protection and insert preliminary research to draft (2.30); continue research re: grant of liens on intercompany balances and whether the adequate protection liens provided to the JSNs' include liens on "general intangibles" held by the Debtors (1.60); draft summary of research for D. Bloom (.70); conference with D. Bloom re: same (.40)	8.00
07/04/13 DAB	Review and comment on summary outlines of legal research re: contentions in JSNs' counterclaims and Debtors' responses to same by B. Kotliar, J. Weber, E. Combs and M. Jones in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); conference call with M. Jones re: same and applicable litigation strategy with respect to Debtor complaint Counts I and II and corresponding JSN counterclaims (1.70); email list of open research questions to T. Foudy and M. Moscato per request (.40); follow-up emails with same re: same (.60); extensive research per T. Foudy request re: valuation and adequate protection issues vis-à-vis JSNs' contentions with respect to same (3.00); confer with J. Weber re: same and adequate protection research issues (.40)	7.60
07/04/13 ET	Review comments from R. Salerno and revise summary of July 2 meet and confer, and circulate to counsel for the Debtors in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); email correspondence with J. Berman, J. Weber, B. Kotliar, D. Bloom, E. Combs, and M. Jones re: research of factual and legal issues for Debtors' motion to dismiss defendants' counterclaims in connection with litigation strategy moving forward (.40)	0.80
07/04/13 JCB	Review factual and legal analysis of counts 1, 2 and 3 of the Debtors' amended complaint in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties in connection with deciding upon litigation strategy and motion practice (.30); review relevant case law re: same (.60); correspond with E. Tobin, D. Bloom, M. Jones E. Combs, B. Kotliar, and J. Weber re: research issues in connection with same (.20)	1.10

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07/05/13 SJR	Review of research re: adequate protection and whether JSNs are entitled to adequate protection in connection with their noteholder claims re: Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20); review analysis of research findings and emails re: same (1.10); follow up re: additional research needed with respect to JSNs' claims in connection with litigation strategy (.40)	3.70
07/05/13 TF1	Telephone call with M. Moscato, E. Tobin, and J. Berman re: issues for motion to dismiss certain counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00); emails with UMB counsel on electronic discovery search terms (.10); review multiple drafts of list of phase 1 and 2 issues circulated by Committee Counsel, and review/exchange emails with Morrison & Foerster and Committee counsel concerning comments on same (1.60); emails on factual and legal issues outline and which issues are susceptible for a motion to dismiss (.80); emails with M. Moscato, E. Tobin, and J. Berman on progress of bankruptcy associates' research on issues raised by JSNs' counterclaims in connection with same (.20)	3.70
07/05/13 MJM	Discussion with M. McPherson of Morrison & Foerster re: motion to dismiss the JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); teleconference with T. Foudy, E. Tobin, and J. Berman re: status of legal research projects re: same and decisions re: litigation strategy (1.00); review draft list of Phase 1 and Phase 2 issues (.40); review and exchange numerous emails with T. Foudy and Morrison & Foerster re: determining which counterclaim issues are Phase 1 and which are Phase 2 (.50); preliminary review of outline of motion to dismiss issues in connection with litigation strategy with respect to Debtor Complaint and JSN counterclaims (.40)	2.60
07/05/13 EC	Research availability of postpetition interest where no prepetition default exists on lender obligations in connection JSN Adversary Proceeding, as Wells Fargo and noteholders UBS and Loomis are conflict parties and JSNs seek postpetition interest (1.60); update claims synopsis to include case law regarding postpetition default interest for postpetition default under New York law in connection with same (.20)	1.80
07/05/13 MPJ	Draft email to E. Tobin, J. Berman, E. Combs, D. Bloom, J. Weber, and B. Kotliar, regarding E. Tobin's questions regarding claim outline circulated on July 4 in	2.10

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connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and litigation strategy (.30); research case law re: valuation of goodwill as allocated in asset purchase agreements (1.80)

07/05/13 BMK	Draft portion of summary sheet in connection with JSN litigation re: count IV of Debtors' amended complaint and related counterclaims including review of Debtors' and JSNs' factual contentions and relevant governing law to determine likelihood of success on motion to dismiss or summary judgment in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.40); email to E. Tobin, J. Berman, and D. Bloom summarizing same and highlighting key issues (.30); incorporate multiple sections of summary sheet relating to Debtors' complaint and JSNs' counterclaims in order to circulate for review (.50); email correspondence to E. Tobin and J. Berman re: same (.10)	3.30
07/05/13 JTW	Conduct research re: adequate protection in JSNs' Prepetition Collateral as defined by the Final Cash Collateral Order in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); correspond with D. Bloom re: burden of proof as to valuation in declaratory judgment actions (.30); further research to clarify issues re: burden of proof as to adequate protection (1.30); conduct research re: effect of mistake or inadvertent filing of UCC-3 termination statement on a creditor's prepetition lien to provide authority for Debtors' Motion to Dismiss certain of the JSNs' counterclaims (2.60); correspondence with E. Tobin T. Foudy, and D. Bloom re: same (.40); provide E. Tobin with distinguishing factors of case law in the Second Circuit in light of facts of present case (1.80); review of the Rosewell, GM, Hickory and Kitchin Equipment case law to provide T. Foudy with clarification re: notice filing concerns and authorization issues (.50)	8.10
07/05/13 DAB	Extensive research regarding whether the JSNs are entitled to adequate protection to render them oversecured per M. Moscato direction in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.30); extensive correspondence with J. Weber throughout day re: same (1.10); draft detailed analysis of research findings in connection with same (2.50); respond to E. Tobin email queries re: legal analysis overview of JSN contentions in connection with same (1.50)	8.40

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07/05/13 ET	Review and analyze research re: issues for Motion to Dismiss, focusing on relevant documents and case law, including review of correspondence from D. Bloom, J. Berman, B. Kotliar, E. Combs, M. Jones, and J. Weber re: same, in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (3.40); telephone call with M. Moscato, T. Foudy, and J. Berman re: issues for Motion to Dismiss and litigation strategy in light of preliminary research results (1.00); follow-up correspondence with J. Berman (.60); review draft Statement of Issues for submission to Judge Glenn (.80); analyze JSNs' counterclaims re: whether susceptible to a Motion to Dismiss or judgment on the pleadings (1.10); review JSNs' supplemental Rule 2019 Statement and correspond with T. Foudy re: proposal for obtaining discovery from Ad Hoc Group members (.50); analyze JSNs' counterclaim re purported lien on goodwill in connection with the MSRs (.50); follow up correspondence with T. Foudy and M. Moscato re: same, Phase I vs. Phase II issues, and conclusions regarding litigation strategy (.30)	8.20
07/05/13 JCB	Discussion with M. Moscato, T. Foudy, and E. Tobin re: analysis of JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and bifurcation of issues for trial and effect on litigation strategy (1.00); review and revise summaries of factual and legal issues raised re: Debtors' claims and JSNs' counterclaims (.70); review of draft statement of issues for Phase I and Phase II trials consistent with conference before Judge Glenn (.40)	2.10
07/06/13 TF1	Telephone call with M. Moscato, E. Tobin, and M. McPherson of Morrison & Foerster re: strategic issues for motion to dismiss, in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.00); follow-up discussion with M. Moscato and E. Tobin re: the same (.20); review/comment on revised statement of issues and summary of meet and confer/discovery plan (.80)	2.00
07/06/13 MJM	Draft email to T. Foudy identifying analysis of possible JSN Counterclaim issues on which Debtors could move to dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); discussion with M. McPherson, T. Foudy, and E. Tobin re: possible JSN Counterclaim issues to move to dismiss and litigation strategy (1.00); discussion with T. Foudy and E. Tobin re: possible JSN Counterclaim issues to move to dismiss (.20); review discovery issues outline in preparation for tomorrow's call with counsel for the JSNs re: litigation strategy on Debtor	2.70

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Complaint and JSN counterclaims (.20)

07/06/13 MPJ	Review and respond to E. Tobin's emails regarding additional research required re: litigation strategy on Debtor Complaint and JSN counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); review procedural history of Two S and TMST case law in connection with same (1.50); draft email to E. Tobin and J. Berman regarding [REDACTED] [REDACTED] [REDACTED] 40); review Ocwen APA [REDACTED] [REDACTED] (.20)	2.30
07/06/13 BMK	Email correspondence with E. Tobin and M. Jones re: schedules to Ocwen APA in connection with JSN consolidated adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties including circulating prior APA attached to court order approving sale (.50)	0.50
07/06/13 JTW	Review case law cited in the JSNs' counterclaims re: valuation of collateral for adequate protection and post-petition interest purposes in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.10); provide summary of distinguishing factors re: same in preparation for Debtors' Motion to Dismiss and possible Summary Judgment Motion (1.70); correspond with E. Tobin re: same (.20)	4.00
07/06/13 ET	Review outline of issues and research re: susceptibility of JSNs' counterclaims to dismissal or judgment on the pleadings in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); telephone call with M. Moscato, T. Foudy, and M. McPherson re: strategic issues for motion to dismiss (1.00); follow-up discussion with M. Moscato, and T. Foudy re: same (.20); follow-up email correspondence with M. McPherson re: same (.20); continue to analyze JSNs' counterclaims, focusing on relevant documents and case law in light of research and correspondence received from D. Bloom, B. Kotliar, M. Jones, and J. Weber (2.80); review and revise draft statement of issues and outline for July 7 meet-and-confer and email correspondence with T. Foudy and M. Moscato re: the same (1.40)	6.20
07/06/13 JCB	Review correspondence re: analysis of JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties in connection with litigation strategy for upcoming decisions on potential motions to dismiss (.60)	0.60



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07/07/13 TF1	Telephone call with counsel for all parties in the consolidated adversary actions where Wells Fargo and noteholders Loomis and UBS are conflict parties re: discovery plan (.40); follow-up email correspondence with J. Levitt, R. Salerno, M. Moscato and E. Tobin (.20); emails on draft discovery plan and issues statement and reviewing new drafts of same with Morrison & Foerster and JSN counsel (.90); emails on preparation for "meet and confer" call with JSNs on same (.30); review memorandum on adequate protection arguments prepared by J. Weber and D. Bloom (.50)	2.30
07/07/13 MJM	Review materials in preparation for tonight's call with counsel to the JSNs in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70); participate in conference call with counsel for Debtors, Creditors Committee, JSNs, E. Tobin, and T. Foudy to discuss Phase 1/Phase 2 and discovery issues in accordance with Court's direction re: bifurcation of the issues at the July 3 Status Conference (.40)	1.10
07/07/13 JTW	Confer with D. Bloom re: memorandum re: classification of intercompany balances with respect to alleged diminution claims and effect on secured status in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); preliminary research re: use of adequate protection liens as basis for establishing secured creditor as oversecured (.90)	1.30
07/07/13 DAB	Draft formal memorandum detailing research re: whether JSNs are entitled to adequate protection to render them oversecured in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.70); email same to M. Moscato for review (.10); conference with J. Weber to discuss case law reviewed in same (.40)	4.20
07/07/13 ET	Continue to analyze JSNs' counterclaims, focusing on relevant documents and case law re: JSNs' alleged entitlement to lien on goodwill in connection with MSRs sold to Ocwen in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.80); review documents in preparation for meet-and-confer (.60); telephone call with counsel for all parties and T. Foudy and M. Moscato in the consolidated adversary actions re: discovery plan (.40); follow-up email correspondence with J. Levitt, R. Salerno, M. Moscato, and T. Foudy in connection with same (.20)	3.00
07/08/13 SJR	Update on research being conducted in connection with whether JSN claims are over- or under-secured in	1.90

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connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); attend to review of e-mails regarding meeting, confer and discovery obligations, and agreements with respect to JSN litigation and discovery matters (.70)

07/08/13 TF1	Meet with E. Tobin to discuss discovery action items and work product needed for court conference in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); correspondence with J. Levitt in connection with same (.20); call with Morrison & Foerster to discuss same (.50); meet with J. Berman, E. Tobin, D. Bloom, B. Kotliar, J. Weber, E. Combs, and M. Jones to discuss research issues raised by JSNs' objections to discovery requests and commenting on JSNs' proposed electronic search terms (.40); emails to same following up on progress throughout day (.50); exchange emails with JSNs' counsel on proposed search terms and discovery from financial advisors and emails with Morrison & Foerster on same (.60); draft revised list of search terms for JSNs' production (1.00); review research results on production from ad hoc group (.60); edit insert for discovery dispute letter for ad hoc group member issue (.40); edit cover letter to court on discovery issues (.40); edit draft discovery plan to Court and emails regarding same (1.20); participate in "meet and confer" call with JSNs' counsel (1.00)	7.10
07/08/13 MAC	Conduct research on valuation methodology and applicable standards re: secured/unsecured claims in connection with supervising bankruptcy associates involved in Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.30)	2.30
07/08/13 EC	Meet with T. Foudy, B. Kotliar, E. Tobin, D. Bloom, J. Berman, J. Weber, and M. Jones to discuss proposed search terms for JSN discovery requests in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); review proposed Debtor document search terms and Debtors' document request and generating additional terms to encompass all issues sought in connection with JSN claims (2.60); revise proposed search terms to eliminate overly broad and redundant request made by JSNs on Debtors and create more narrowly tailored search request (2.80); prepare condensed review of claims 5 and 6 for reference sheet to be used in conference preparation documents (.60); review and revise Debtors' document search requests to improve yield of relevant returns and expand breadth of request coverage (1.70)	8.10



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- 07/08/13 MPJ Review transcript of July 3 status conference in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties in connection with drafting discovery dispute letter to Chambers (.90); review e-mails from D. Baumstein of White & Case regarding proposed electronic search terms and other related discovery issues (.20); meet with T. Foudy, E. Tobin, J. Berman, D. Bloom, B. Kotliar, and J. Weber regarding assignments arising from current discovery disputes with the Ad Hoc Committee (.40); research whether the common interest doctrine can apply to inter-committee communications that would not otherwise be privileged (1.90); conference with J. Berman regarding common interest doctrine research results (.30); draft summary paragraph for inclusion in letter to Judge Glenn responding to argument that the Ad Hoc Committee's communications are protected by the common interest doctrine (.50); correspond with D. Bloom and J. Weber re: additional research relating to whether [REDACTED] (.50); research any varying requirements for [REDACTED] (.50); research [REDACTED] (1.40)
- 6.60
- 07/08/13 BMK Conference with T. Foudy, E. Tobin, J. Berman, D. Bloom, J. Weber, M. Jones, and E. Combs re: discovery issues such as privilege and search terms arising in connection with consolidated JSN action where Wells Fargo and noteholders UBS and Loomis are conflict parties (.40); review underlying materials re: search terms issue such as defendants' and committee's proposed search terms as related to the Debtors' complaint and related JSN counterclaims (.80); begin drafting counter-proposal for search terms (3.60); review and revise same by incorporating Debtors' and JSNs' document requests (2.50); update part (A) of search terms to include all names of Debtors and relevant shorthand names that might reveal response documents (.70); draft email correspondence to T. Foudy re: counter proposal to search terms and highlighting open issues (.50); email correspondences with E. Tobin re: preparation of necessary discovery related materials such as document requests and responses/objections to be sent to Chambers in connection with discovery dispute letter (.30) coordinate preparation of same (.50); assist with preparing initial draft of answer to counterclaims by incorporating caption and signature block and circulating to J. Berman (.30)
- 9.60

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07/08/13 JTW Begin drafting memorandum re: intercompany balances as general intangible within the meaning of the §9-102(42) of the UCC in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.10); update internal case management folders to categorize multiple current open issues where additional or supplemental research is required (.50); compile summaries of different counts of the Debtors' complaint and JSNs' counterclaims for J. Berman in preparation for Curtis assisting with drafting Motion to Dismiss (.70); internal meeting re: discovery issues with T. Foudy, E. Tobin, J. Berman, B. Kotliar, E. Combs, and M. Jones (.40); conduct research re: discovery issues in connection with [REDACTED] (2.70); review of Fed. R. Bankr. P. 9014 and 9019 and research re: same as to possible limitations on discovery in the Rule 9019 settlement context (2.40); conduct research re: common interest doctrine as applicable to the Ad Hoc Group in connection with same (1.60) 11.40

07/08/13 DAB Email to B. Kotliar re: draft Scheduling Order in connection with JSN litigation (.10); review draft answer template per J. Berman and B. Kotliar emails (.30); email to J. Berman re: status of JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.10); email to M. Moscato re: updates to equity cushion memo and adequate protection case law findings (.20); review and analyze draft statement of Phase 1 and Phase 2 issues to prioritize research issues (.50); review Examiner Report to verify which issues in report pertain to JSN litigation for inclusion in summary of same (1.00); review list of JSNs' search terms provided by T. Foudy (.30); meet with T. Foudy, J. Berman, B. Kotliar, M. Jones, E. Combs, and J. Weber re: multiple JSN litigation-related research assignments (.40); research regarding whether [REDACTED] (3.00); correspond with J. Weber regarding research findings and status of Ad Hoc Group in connection with same (.30); research re: JSN member document production per T. Foudy request (1.30); review and comment on M. Jones insert to discovery dispute letter to Court re: common interest privilege (.40); review and respond to multiple emails re: same from J. Berman, E. Tobin and J. Weber (.40); research whether [REDACTED] for T. Foudy (1.10); correspond with J. Weber re: same, including independent research findings in connection with same (.40); draft email to T. Foudy re: research findings re: same (.30); per T. Foudy request, draft insert for letter to court and revise per J. Berman 11.50

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comments (1.20); review email correspondence related to same from JSNs (.20)

07/08/13 ET 10.90

Meet with T. Foudy re: preparation of documents to be submitted to the Court in advance of the July 9 status conference in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties re: discovery dispute (.30); telephone call with counsel for the Debtors re: the statement of issues and discovery plan to be submitted to the Court prior to the July 9 status conference (.50); review email correspondence re: discovery plan and related follow-up correspondence to T. Foudy re: same (.40); meet with T. Foudy, J. Berman, B. Kotliar, K. Jones, E. Combs, J. Weber, and D. Bloom re: discovery and open research issues (.40); extensive correspondence with J. Berman and M. Jones re: research issues, focusing on scope of common interest exception to attorney-client privilege waiver, rules governing production of documents relied upon by expert witnesses, and [REDACTED] (1.90); review documents, draft and revise discovery plan, and review and comment on cover letter and statement of issues for submission to the Court (3.90); follow-up correspondence with T. Foudy and J. Levitt re: same (.50) review discovery requests and responses to be submitted to the Court, draft index of the documents (2.50); follow-up correspondence with B. Kotliar, T. Foudy, J. Levitt, and J. Morris re: same (.50)

07/08/13 JCB 11.30

Meeting with T. Foudy, E. Tobin, D. Bloom, M. Jones, and E. Combs to discuss case responsibilities in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); research and summarize case law re: application of work product doctrine to outside financial advisors and consulting experts in connection with discovery issues and disputes with JSNs (2.40); correspondence with T. Foudy, E. Tobin and D. Bloom re: [REDACTED] (.80); draft/revise language for letter to Judge Glenn re: discovery disputes (2.90); draft/revise letter to JSNs' counsel re: assertion of work product doctrine in connection with same dispute (.40); draft answer to JSNs' counterclaims (2.30); research and summarize case law re: application of common interest doctrine to communications among Ad Hoc Group members in connection with same (.80); review draft statement of issues for Phase I and Phase II of adversary proceedings (.40); review summary of factual/legal issues re: Phase I issues (.60); conference with M. Jones re: common interest privilege research for discovery dispute letter (.30)

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07/09/13 SJR	Review case law related to JSN research on adequate protection and diminution claims issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.20); review initial draft answer to JSN counterclaims (1.20)	4.40
07/09/13 TPS	Review Examiner's theory of the case on Cerberus fraudulent conveyance for phone call with client in connection with CMH dispute with Cerberus, a conflict party (.70); conference call with D. Marquardt, L. Delehey, M. Gallagher, and J. Zimmer regarding next steps on recovery CMH Holdings distributions in connection with same (.60)	1.30
07/09/13 TF1	Emails with Morrison & Foerster, M. Moscato, and E. Tobin re: edits and finalization of discovery plan and letter to court and review same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.10); confer with M. Moscato and E. Tobin in order to prepare for discovery conference (.50); call with Morrison & Foerster's M. Crespo, M. Moscato, and E. Tobin re: motion to dismiss JSNs' counterclaims regarding "goodwill" and follow-up discussion regarding research on same (.40); review and sign-off on confidentiality agreement for JSNs' adversary (.70); emails on FGIC settlement discovery with JSNs (.20); prepare for discovery conference with E. Tobin and M. Moscato (.50); attend court hearing on discovery issues (1.70)	6.10
07/09/13 MJM	Review and comment on various drafts of submissions to J. Glenn relating to today's discovery conference, including Statement of Issues, Discovery Plan, and draft letter to Court in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); discussion with T. Foudy and E. Tobin re: strategy for today's discovery conference before J. Glenn in connection with same (.50); discussion with J. Berman re: Answer to JSNs' Counterclaims (.20); teleconference with M. Crespo, T. Foudy, and E. Tobin re: whether "goodwill allocation" issue can be determined in the context of a motion to dismiss (.40); follow-up correspondence with T. Foudy and E. Tobin re: research for "goodwill allocation" issue (.20); discussion with J. Berman and M. Jones re: preparing [REDACTED] (.30); review sample draft [REDACTED] (.50); review JSNs' submissions for today's discovery conference before J. Glenn (.60); attend discovery hearing before J. Glenn (1.70)	5.30
07/09/13 MG8	Review briefly Examiner's analysis of CMH Holdings	2.90

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transaction with Cerberus in preparation for call with client in connection with dispute handled by Curtis as Conflicts Counsel (.40); participate in call with L. Delehey, W. Tyson, D. Marquardt, T. Smith, and J. Zimmer regarding Examiner's analysis of CMH transaction and Debtors' efforts to collect \$2.5 million withheld by Cerberus in its capacity as managing member of CMH Holdings (.60); related follow-up with same in connection with same (1.10); correspond with T. Smith regarding strategy for approaching Cerberus regarding CMH Holding withheld distributions and related issues (.20); draft correspondence to J. Pollack and A. Harris, counsel to Cerberus, regarding CMH situation (.30); attend to correspondence with T. Goren regarding Cerberus status under proposed plan of reorganization and potential additional analysis of issues related to CMH Holdings raised by Examiner's report (.30)

07/09/13 GF	Assist B. Kotliar with preparations and coordination of materials relating to Discovery Plan for submission to Judge Glenn in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80)	0.80
07/09/13 EC	Review Wells Fargo's proposed discovery search terms and prepare counterproposal to satisfy outstanding document request matters in connection with JSN Adversary Proceeding Wells Fargo and noteholders UBS and Loomis are conflict parties (1.10); prepare s [REDACTED] (3.70); research effect of definitive valuation in a sale on later valuation of assets in collateral-related proceedings (2.20); research effect of reservation of rights to future objection to the contents of an order (1.10)	8.10
07/09/13 MPJ	Meet with M. Moscato and J. Berman regarding drafting [REDACTED] in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); draft and compile [REDACTED] (4.70); review confidentiality agreement associated with document disclosure in advance of conducting document review (.80)	5.80
07/09/13 BMK	Coordinate with E. Tobin and S. Soriano re: production of Chambers copies of materials related to discovery dispute statement of issues, proposed discovery plan, and chambers letter in connection with JSN consolidated adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties	8.30

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(.80); meet with K. Mahmoud of Morrison & Foerster re: receipt of chambers letters re: bifurcation of trial phases, proposed statement of issues, and discovery dispute letter and circulate PDF of same to E. Tobin (.10); email correspondence with S. Soriano and E. Tobin re: same (.20); review and revise Wells Fargo proposed search terms in connection with JSN litigation discovery (2.30); email correspondence re: same with T. Foudy and E. Combs re: highlighting certain aspects of counter proposal and changes (.30); telephonically attend portion of off-the-record conference re: discovery disputes and bifurcation of Phase I and II trial issues for the consolidated (1.50); draft email summary re: same to J. Berman, D. Bloom, M. Jones, E. Combs, and J. Weber with specific focus on impact on discovery and case strategy (.50); multiple correspondence with D. Bloom and J. Weber re: amended complaint Count I re: Ocwen allocation of purchase price among sale assets including goodwill (.60); review relevant case pleadings and orders in connection with same such as Berkshire sale order, Ocwen sale order, objections to sale, and Debtors' motions and replies (1.10); research case law re: effect of reservation of rights language in bankruptcy (.70); email correspondence with J. Weber re: same (.20)

07/09/13 JTW Review hearing transcripts from In re Vitro re: issues related to [REDACTED] 12.60  
[REDACTED] in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.80); prepare outline for J. Berman to assist in drafting of Answer to JSNs' counterclaims (2.50); conduct research re: valuation of "goodwill" for E. Tobin (1.80); conduct initial research re: valuation of Debtors' assets when there is a sale of assets (1.30); review of Ocwen APA [REDACTED] and [REDACTED] re: [REDACTED] (2.10); draft e-mail memorandum for M. Moscato and T. Foudy re: potential issues with pursuing a motion to dismiss certain counterclaims with respect to "goodwill" (1.50); confer with D. Bloom re: goodwill research for memorandum re: purchase price allocation (.60)

07/09/13 DAB Correspond with J. Berman re: [REDACTED] 8.60  
[REDACTED] in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); attend to notice issues per J. Berman request and provide response to queries re: same (.80); email to M. Gallagher re: status of JSN litigation (.10); email to J. Berman re: JSN conflict parties Loomis and Wells per request for info re: same (.40); recirculate prior JSN conflicts check to group in connection with request of M. Moscato re: [REDACTED]



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(.20); emails to J. Weber re: preparation of documents in connection with drafting of answer to JSNs' counterclaims (.30); review E. Tobin research request re: value of goodwill and respond re: same (.20); verify Bankruptcy Rules and Case Management Order re: service in adversary proceedings for J. Berman re: (.30); meet with J. Berman to commence drafting answer to JSNs' counterclaims (1.30); further drafting of same in light of J. Berman guidance (1.50); correspond with J. Berman and throughout the day re: issues related to drafting of same (1.50); confer with J. Weber re: goodwill research and purchase price allocation issues (.60); review of JSN counterclaim assertions in connection with same (.40); further correspond with B. Kotliar re: analysis of same (.60); review B. Kotliar notes re: Chambers conference (.20)

07/09/13 SS2	Per B. Kotliar's request, finalize materials re: "Discovery Requests and Responses Served in the Consolidated Proceedings and Referred to in the Discovery Plan" (.50); per B. Kotliar's request, effect delivery of documents to Chambers (1.50)	2.00
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07/09/13 ET	Review and revise statement of issues, discovery plan and index of discovery materials and prepare the same for submission to the Court in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); telephone call with M. Moscato, T. Foudy, and M. Crespo re: issues re: Motion to Dismiss, and follow-up discussions with M. Moscato and T. Foudy re: same (.40); review pleadings and discovery materials and letter submission from counsel for the JSNs (2.20); meet with M Moscato and T. Foudy in preparation for status conference before Judge Glenn (.50); attend status conference on discovery matters in consolidated proceedings, and follow-up discussions with counsel for the Debtors and the Committee in connection with the same (1.70); review documents and draft and revise list of open discovery issues and follow up with J. Levitt of Morrison & Foerster and T. Foudy re: same (.50); review and analyze the JSN Pledge Agreement, the Ocwen APA, the Court's Order approving the sale of the MSRs to Ocwen and Walter, and conduct research and review and analyze relevant case law in order to draft memorandum analyzing the same for purposes of evaluating whether the Debtors have grounds to move to dismiss the JSNs' 21st counterclaim (5.70); correspondence with J. Weber re: same and other open issues in connection with purchase price allocation (.70)	13.00
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07/09/13 JZ	Correspond with M. Gallagher regarding call re: CMH dispute handled by Curtis as Conflicts Counsel and possible avoidance actions in connection with payment	1.10
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dispute arising from same and applicability of Delaware statute of limitations in connection with same (.20); research in connection with same (.30); prepare for and attend call with M. Gallagher and T. Smith regarding same (.60)

07/09/13 JCB	Draft answer to JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.10); conference with D. Bloom re: drafting of same and resolving specific issues re: particular allegations of JSN counterclaims to be addressed in Answer (1.30); discuss Answer with M. Moscato (.20); discuss [REDACTED] with M. Jones and M. Moscato (.30); prepare/revise [REDACTED] (1.70)	8.60
07/09/13 KK	Rush scan and .pdf file [REDACTED] per request of M. Jones in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
07/10/13 SJR	Attend to review of draft Answer and open issues re: same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.30)	2.30
07/10/13 TF1	Emails with Morrison & Foerster and Kramer Levin on discovery disputes and agreement and commenting on "meet and confer" emails with JSNs in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); emails on content of Issues Statement in connection with same (.30); emails on research concerning possible motion to dismiss on goodwill (.30); conference call with M. Crespo of Morrison & Foerster and M. Moscato, E. Tobin, and J. Weber re: same (.40)	1.40
07/10/13 MJM	Review J. Weber's legal analysis re: whether "goodwill allocation" issue is susceptible to a motion to dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); review numerous emails between counsel for Debtors, Creditors' Committee and JSNs re: discovery issues (.50); discussion with E. Tobin, T. Foudy, J. Weber, and M. Crespo re: whether to move to dismiss on the "goodwill allocation" (.40); follow-up call with M. McPherson, M. Crespo, E. Tobin, and J. Weber re: above "goodwill allocation" issue and other potential motion to dismiss issues (.50); follow-up discussion with E. Tobin and J. Weber re: whether or not to move to dismiss with respect to certain JSN Counterclaim issues (.30)	2.20



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07/10/13	MG8	Telephone conference with M. Reinzi and B. McDonald of FTI Consulting regarding CMH Holdings transaction and related dispute handled by Curtis as Conflicts Counsel and related analysis by Examiner in preparation for discussions with counsel to Cerberus (.60)	0.60
07/10/13	MAC	Conduct research and analysis re: valuation of claims and related collateral and potential arguments related to same and other issues in connection with JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.70)	1.70
07/10/13	EC	Review markup of requested discovery search terms exchanged between Committee and Ad Hoc Group and comparing to Debtors' proposed terms to ascertain any additional or objectionable terms contained therein in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); review research and contractual documents relating valuation of goodwill and the weight accorded to sale price in bankruptcy (.70); correspondence with J. Weber and M. Jones re: additional information re: same gathered from prior research (.30); review confidentiality agreement and potential document production obligations (.30); review Cash Collateral Order to determine extent of Debtors' stipulation to JSN collateral and prepare written description summarizing extent of same (.80)	2.90
07/10/13	MPJ	Review email summarizing July 9 Chambers conference in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.10); review Stipulation and Order in respect of the Debtors' motion for an entry of an order to permit the debtors to continue using cash collateral (.60); draft e-mail to J. Berman listing key legal issues in litigation against the Junior Secured Noteholders (.30)	1.00
07/10/13	BMK	Review docket for relevant pleadings where Wells Fargo and noteholders Loomis and UBS are conflict parties in connection with certain factual contentions made in the JSN counterclaims in the consolidated adversary proceeding in connection with drafting answer (.40); correspond with D. Bloom re: same (.20); conferences with J. Weber re: complaint Count I re: whether general intangible lien extends to good will value garnered through asset sales and allocation of sale value among collateral (.50); research caselaw re: same including liens as extending to general intangibles and sale values (.50)	1.60
07/10/13	JTW	Review of Court's Sale Order approving the Ocwen APA in connection with Consolidated JSN Adversary	10.50

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Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties in connection with identification of purchase price allocation and whether such allocation was binding on the parties as per the terms of the sale order (1.30); review of JSNs' and Committee's objections to the Sale Order as well as Debtors' omnibus reply in connection with same and allocation issues (1.60); conduct research re: [REDACTED]

[REDACTED] 2.70); draft e-mail memorandum to T. Foudy, E. Tobin, and M. Moscato re: APA's purchase price allocation and effect of [REDACTED]

[REDACTED] including issues that arise as to valuation methodologies with respect to adequate protection claims (2.90); conduct research to locate case law as to whether "goodwill" falls within the meaning of "general intangibles" under the NY Uniform Commercial Code (.30); conferences with B. Kotliar re: same, including other purchase price allocation issues associated with "general intangibles" (.50); conference call with T. Foudy, M. Moscato, M. Crespo of Morrison & Foerster, and E. Tobin re: potential motion to dismiss goodwill/intangible value issue in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); follow-up conference with M. McPherson of Morrison & Foerster, M. Crespo, E. Tobin, and M. Moscato re: same and other litigation strategy issues in connection with same (.50); follow-up discussion with M. Moscato and E. Tobin re: same (.30)

07/10/13 DAB	Confer throughout the day with J. Berman re: open issues pertaining to draft answer to JSN counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.50); extensive work drafting answer to JSN counterclaims per J. Berman request (4.30); analyze Cash Collateral Order entered by Judge Glenn in connection with same (.50); monitor portion of omnibus hearing in relation to potential JSN-related issues (1.50); review J. Weber summary re: same (.10)	8.90
07/10/13 ET	Conference call with T. Foudy, M. Moscato, M. Crespo, and J. Weber re: potential motion to dismiss goodwill/intangible value issue in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); follow-up conference with M. McPherson, M. Crespo, J. Weber, and M. Moscato re: same and other litigation strategy issues in connection with same (.50); follow-up discussion with M. Moscato and J. Weber re: same (.30); conduct further research and continue to review and analyze relevant agreements	7.70

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and case law regarding the allocation of the purchase price under the Ocwen APA (6.20); confer with M. Crespo and J. Weber re: the same (.30)

07/10/13 JCB	Review Examiner report conclusions in connection with Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); draft/revise answer to JSNs' counterclaims (4.10); confer throughout the day with D. Bloom re: same and coordinating work re: same (2.50); draft/revise outline of outstanding legal research issues in connection with litigation strategy moving forward (.50); correspondence with B. Kotliar re: Count IV of JSNs' counterclaims (.30)	8.60
07/11/13 SJR	Review answer to JSN counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.80); follow-up correspondence with T. Foudy and M. Moscato regarding research of burden of proof, lien valuation, and other research issues in context of litigation strategy and pursuing motions to dismiss (1.30)	4.10
07/11/13 TPS	Telephone call with M. Gallagher and Schulte Roth regarding CMH Holdings distributions in connection with dispute handled by Curtis as Conflicts Counsel (.40); follow up with M. Gallagher regarding note to clients (.20); review indemnity issues for scope of requested release in connection with same (.30)	0.90
07/11/13 TF1	Participate in call with Kramer Levin and Morrison & Foerster on Motion to Dismiss counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); follow-up correspondence with E. Tobin, J. Berman, M. Jones, and J. Weber (.30); follow-up discussion with G. Horowitz and discuss same with E. Tobin (.20); review proposed search terms and email discovery protocol of Wells Fargo and analyze proposed changes recommended by B. Kotliar and E. Combs (.40); review new drafts of issues statement (.90); emails with research questions for motions to dismiss regarding goodwill, burden of proof, and allocation of settlement proceeds (.80); exchange emails with Morrison & Foerster and Kramer Levin on discovery plan (.30); emails with JSNs on open discovery issues regarding e-discovery plan (.30); emails with T. Goren on JSN custodians (.10); pre-call with Morrison & Foerster in advance of discovery "meet and confer" with JSNs (.50); participate in discovery "meet and confer" call with JSNs' counsel (1.20); participate in post-mortem discussion with Morrison & Foerster and committee counsel (.20); review and provide comments on draft Rule 26 initial disclosures (.70); meet with M. Jones to	6.90

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discuss research assignment re: entity by entity  
oversecured status research for Motion to Dismiss (.20)

07/11/13 MJM	Review E. Tobin email re: "goodwill allocation" issue and draft email to T. Foudy and E. Tobin re: same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); review and respond to multiple emails from T. Foudy and E. Tobin and other Debtors' and Creditor Committee's attorneys re: discovery issues (.50); discussion with E. Tobin and J. Berman re: Ally claim-by-claim allocation issue (.20)	1.10
07/11/13 MG8	Attend to correspondence with A. Harris and J. Pollack, counsel to Cerberus, regarding call to discuss CMH Holdings dispute with Cerberus, a conflicts party (.30); review CMH Holdings purchase agreement, LLC agreement and correspondence related to withheld distributions withheld by CMH that are owed to Debtors in connection with CMH LLC agreement (1.40); participate in call with A. Harris, J. Pollack and T. Smith regarding CMH Holdings situation and Cerberus position on release of withheld distributions (.40); follow-up discussion with T. Smith re: note to clients in connection with same (.20); draft correspondence to client regarding call with counsel to Cerberus regarding CMH Holdings situation (.20)	2.50
07/11/13 EC	Research availability of default interest rate where a debtor is insolvent and will be unable to satisfy outstanding obligations to general unsecured creditors in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (4.20); research circumstances under which secured creditors are entitled to default interest and whether JSNs would be entitled, assuming they are oversecured in connection with same (1.90); draft rough outline opposing imposition of default interest and assessing potential claim for default interest in connection with same (1.40); prepare draft response to additional search terms proposed by JSNs in connection with pending discovery (.40); review proposed alterations to discovery request and potential narrowing language to reduce burden imposed by specified requests (.30)	8.20
07/11/13 MPJ	Participate in call with Kramer Levin and Morrison & Foerster regarding drafting the Motion to Dismiss the Junior Secured Noteholders' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); meet with T. Foudy to discuss research assignment regarding whether oversecured status is measured on an aggregate or entity-by-entity basis (.20); exchange e-mails with E. Tobin and E. Combs regarding research	1.30

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needs relating to the AFI LOC lien releases (.30)

07/11/13 BMK	Review relevant pleadings underlying factual assertions in JSN Counterclaims in connection with drafting answer and affirmative defenses to amended counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties, including a review of PSA and term sheets plan and disclosure statement, and multiple monthly operating reports (3.80); conference with J. Berman and D Bloom re: same in order to resolve open issues in answer including Debtors' assets, cash flow, administrative expenses, and other financial information (1.50); correspondence with E. Combs re: additional limitation on Wells Fargo's proposed search terms (.20); email correspondences with E. Tobin re: litigation strategy sheet re: count IV and related counterclaims re: liens on avoidance actions re: next steps and open issues (.40); email correspondence with E. Tobin re: open issues re: monthly operating reports re: diminution of cash collateral arguments (.20); research re: burden of proof on secured party asserting a lien on collateral of a bankruptcy debtor under relevant federal and state case law and bankruptcy treatises (.60); conference with D. Bloom re: same and treatment of claims objections in adversary proceedings and vice versa (.60); research re: bankruptcy court authority to allocate proceeds of contingent settlements (1.50); review prior memorandum re: same and consult with D. Bloom and J. Weber (.40); review GM decision re: same (.40)	9.60
07/11/13 JTW	Participate in conference call with T. Foudy, M. Jones, E. Tobin, and Morrison & Foerster re: next steps and drafting of Motion to Dismiss certain claims in the JSN Litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties, with particular focus on the reservation of rights clause found in the Ocwen Sale Order and factual issues that likely existing with respect to the purchase price allocation in the Ocwen APA (.80); conduct research re: types of evidence necessary to support Count I of the Debtors' complaint against UMB Bank and the Ad Hoc Group if such issues are eventually adjudicated at trial (1.20); review of Examiner's report re: alleged contract claims the Debtors may have against Ally Financial, Inc. (1.10); continued research at the request of E. Tobin re: judicial authority re: claim-by-claim or Debtor-by-Debtor allocation of the Ally contribution (.50); draft summary of research for E. Tobin and J. Berman re: same (.40); confer with D. Bloom re: research findings re: Bankruptcy Court authority to allocate settlement proceeds (.40)	4.40
07/11/13 DAB	Further drafting of Answer to JSN counterclaims and	9.30

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revision to same per J. Berman comments in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.50); confer with J. Berman and B. Kotliar re: required diligence/research in connection with same (1.50); review E. Tobin request re: adequate protection issues (.20); respond to E. Tobin and J. Weber correspondence re: same (.40); research per E. Tobin request re: burden of proof issues pertaining to lien valuation and validity (1.40); confer with B. Kotliar re: burden of proof issue for Motion to Dismiss and treatment of claims objections in adversary proceedings (.60); further research re: bankruptcy court authority to allocate res of bankruptcy estate per Morrison & Foerster request in connection with drafting of Motion to Dismiss JSN counterclaims (1.00); confer with J. Weber re: same (.40); revise J. Weber draft of findings and email to J. Berman for review and comment (.30)

07/11/13 ET	Conference call with counsel for the Debtors and the Creditors' Committee re: strategy for the Joint Motion to Dismiss certain of the JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); telephone call with T. Foudy and G. Horowitz re: discovery issues related to members of the Ad Hoc Group (.20); analyze issues related to discovery disputes and email correspondence with counsel for the Debtors and the Creditor's Committee re: the same (1.20); conference call with counsel for the Debtors, the Creditors' Committee and Defendants re: outstanding discovery disputes, including withholding of mediation documents, documents previously produced to the Examiner, communications protected by the common interest privilege, and communications with financial advisors (1.20); follow-up conference call with counsel for the Debtors and the Creditors' Committee re: outstanding discovery disputes after outcome of meet and confer with JSNs' Counsel (.20); extensive email correspondence with M. Crespo re: research in support of arguments in the Debtors' and the Committee's motion to dismiss, focusing on court's authority to allocate settlement proceeds (1.20); conference with M. Moscato and J. Berman re: allocation of proceeds to settled claims research (.20); review and revise outline of legal research issues focusing on the Debtor's causes of action in the amended complaint in connection with Motion to Dismiss (2.70); correspondence with J. Berman, M. Jones, E. Combs, D. Bloom, B. Kotliar, and J. Weber re: updates to same and additional open issues (.50)	8.20
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07/11/13 JCB	Participate in conference call with Morrison & Foerster and Kramer Levin to discuss preparation of answer,	12.10
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discovery issues, and motion to dismiss JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); review of unredacted answer (.60); confer with D. Bloom and B. Kotliar re: preparation of answer to counterclaims (1.50); draft/revise answer (3.80); discussions with E. Tobin, D. Bloom, B. Kotliar and Morrison & Foerster re: finalizing draft answer, research issues for motion to dismiss (2.90); research burden of proof in establishing lien existence and court's authority to allocate settlement proceeds (1.50); discuss same with M. Moscato and E. Tobin (.20); draft summaries of same for use in motion to dismiss (.80)

07/12/13 SJR	Review case strategy in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties, including review of legal research memoranda and correspondences re: adequate protection arguments addressed by draft motion to dismiss (2.40); coordinate matters re: document production, documents requests, interrogatories, responses, and other discovery-related issues (2.30)	4.70
07/12/13 TF1	Review draft answer in comparison to counterclaims and make edits in light of same in connection with JSNs' litigation due to involvement of conflict parties Wells Fargo and noteholders Loomis and UBS (3.60); meet with B. Kotliar, J. Berman and M. Moscato on drafting of answer (1.30); call with S. Engelhardt and follow-up correspondence regarding Rule 9019 discovery standards in connection with JSNs' litigation due to involvement of conflict parties Wells Fargo, Loomis and UBS (.90); conference call with T. Goren on factual questions regarding Answer and follow-up email to FTI on same (.30); review initial disclosures filed by conflicts party Wells Fargo, and JSNs, and draft follow-up emails to Wells Fargo concerning document production and email custodians (1.20); emails with E. Tobin and J. Berman on preparation for review of documents produced by conflict party Wells Fargo (.40); oversee/review research regarding authority for claim regarding release of collateral (.80); review memo regarding allocation of settlement issues (.80)	9.30
07/12/13 MJM	Edit draft Answer to JSNs' Counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.40); drafting session with T. Foudy, J. Berman, and B. Kotliar to revise Answer to JSNs' Counterclaims (1.30); exchange emails with E. Tobin re: release of lien research issue in connection with Motion to Dismiss (.40)	4.10
07/12/13 EC	Research discovery legal standard re: settlement of	12.50

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claims in a Rule 9019 proceeding in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (3.10); research relating to applicability of the Federal Rules of civil procedure in the settlement confirmation context or a Rule 9019 proceeding in connection with same (1.20); draft response discussing availability of [REDACTED] in a Rule 9019 proceeding in connection with same (.30); review potential defenses to be asserted in Debtor's answer to JSN counterclaims (.40); draft affirmative defenses to be included in answer to JSNs' counterclaims (.70); review discovery request documentation and analyzing importance of changes set forth therein and attend to analysis of contents of documents to be received from Wells Fargo (.40); draft memorandum discussing entitlement of creditors to default rate interest from insolvent debtor entities (3.70); research availability of default rate interest for oversecured creditors of insolvent debtors with particular focus on policy and equity concerns (2.70)

07/12/13 MPJ	Research Rule 9019 standards impact scope of discovery in related adversary proceeding in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.10); exchange e-mails with E. Tobin, J. Berman, D. Bloom, E. Combs, and J. Weber regarding results of research (.40); draft affirmative defenses for inclusion in Answer to the Junior Secured Noteholders' counterclaims (.80); review e-mail from D. Bloom discussing JSNs' purported claims on the proceeds of the Ally settlement (.10); review case law and secondary source material to determine whether a debtors' oversecured status is made on an entity-by-entity, or aggregate, basis (1.60)	7.00
07/12/13 BMK	Review open issues in draft answer to JSNs' counterclaims in consolidated JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties by reviewing docket filings, monthly operating reports, and plan and disclosure statement to finalize first draft (.90); email correspondence with D. Bloom re: research Uniform Commercial Code and factual investigation into basis for JSNs' general intangibles liens on prepetition contract claims settled under proposed plan (.50); conference with T. Foudy, M. Moscato, and J. Berman re: edits and comments to draft answer (1.30); follow up conference with J. Berman re: revising answer in accordance with prior meetings and incorporating edits and comments of T. Foudy and M. Moscato (3.70); correspondence with T. Foudy re: custodians searched in Wells Fargo's initial disclosures as compared to proposed terms in prior emails and proposals (.20); follow-up correspondence with T. Foudy and J. Berman re: edits to draft answer and counterclaims re:	6.80



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admissions re: case facts (.20)

07/12/13 JTW	Review case management order and conduct research re: Debtors' ability to limit discovery in the Rule 9019 context in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); review of case law discussing extent of permissible discovery in a contested matter under Rule 9014 (1.10); correspond with M. Jones and E. Combs re: same (.20); review of draft e-mail memorandum re: same provided by M. Jones (.30); provide comments to M. Jones re: same (.20); conduct further research re: effect of filing a UCC-3 termination statement on a party's security interest in the collateral referenced in the termination statement, focusing on case law where the "secured party" filed the UCC-3 termination statement (2.60); draft e-mail memorandum summarizing case law analyzing the former UCC and case law analyzing the current version of the UCC (1.30); email to T. Foudy and E. Tobin re: further clarification in response to follow-up questions re: Judge Gerber's holding in the GM case with respect to validity of releases when UCC-3 termination statements are filed by the secured party itself even if done in error (.30); research re: appellate briefs with respect to the GM decision (.20)	7.10
07/12/13 DAB	Correspond with T. Foudy and J. Berman re: research on scope of Rule 9019 discovery in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.10); research re: same (.30); correspond with E. Combs re: interest rate case law in postpetition interest context (.20); research re: JSNs' purported general intangibles lien on contract claims and diligence re: same per T. Foudy request including comprehensive review of case law discussing applicable UCC and Bankruptcy law bearing on issue and application to ResCap prepetition credit documents (3.50); draft memorandum detailing analysis re: same and circulated same to T. Foudy and M. Moscato (.80); review E. Tobin draft list of issues to be researched in connection with JSN counterclaims and confer with same re: Debtor Complaint Count 2 open issues (.50); email E. Combs re: 9019 discovery standards research with comments to draft response regarding same and direction for further research (.20); research regarding validity of UCC terminations notwithstanding JSNs' arguments (1.80); draft and revise draft email summarizing findings to E. Tobin per T. Foudy request (.60)	8.00
07/12/13 ET	Review updated Statement of Issues, review relevant case documents, and draft and revise the Bifurcated Discovery Plan as per proposed changes in the Statement of Issues in connection with Consolidated	6.30

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JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.40); follow up correspondence with J. Levitt and T. Foudy re: same (.50); multiple discussions with M. Crespo and A. Ruiz of Morrison & Foerster re: research of issues related to burden of proof on existence of a lien and effectiveness of the collateral releases for the Debtors' and the Committee's motion to dismiss (.80); correspondence with M. Jones and E. Combs re: research re: burden of proof to show existence of lien, and draft email to M. Crespo and A. Ruiz providing analysis of the same (.50); correspondence with T. Foudy, M. Moscato, D. Bloom, and J. Weber re: research on effectiveness of the collateral releases, and draft email to A. Ruiz and M. Crespo re: analysis of the same (1.40); follow-up discussions with A. Ruiz and M. Crespo re: research issues related to arguments in support of the Debtors' and the Committee's motion to dismiss (.30); email correspondence with M. Moscato and E. Combs re: Wells Fargo's production of documents re: initial disclosures (.40)

07/12/13 JCB	Meeting with T. Foudy, M. Moscato and B. Kotliar to discuss answer to JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); work with B. Kotliar on revising answer and affirmative defenses (3.70); additional revisions and drafting to same to finalize for T. Foudy review (4.50); discussions with M. Jones and E. Combs re: researching scope of discovery on Phase II issues (.40)	9.90
07/13/13 TF1	Review and edit latest version of draft answer to JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); discuss Wells Fargo production and review project with M. Moscato (.20)	3.10
07/13/13 MJM	Correspondence with M. Malavarca of Curtis litigation support group re: Wells Fargo document review project in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); discussion with T. Foudy re: Wells Fargo document review project (.20); teleconference with J. Berman and E. Tobin re: Wells Fargo document review project (.30); edit Affirmative Defenses portion of Debtors' Answer to JSNs' Counterclaims (.60); review draft Motion to Dismiss various of the JSNs' Counterclaims (1.10)	2.50
07/13/13 BMK	Verify statements in JSNs' counterclaims re: certain releases of collateral and repledging in connection with draft answer and affirmative defenses to the counterclaims in connection with Consolidated JSN	4.40

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Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); email correspondence with T. Foudy summarizing same (.20); review and revise draft answer for circulation to Morrison & Foerster and the Committee (2.80); email correspondence with T. Foudy, M. Moscato, and J. Berman summarizing same and highlighting open issues (.20); review draft motion to dismiss JSNs' counterclaims received from the Committee, specifically sections re: liens on avoidance actions and contract claims (.60)

07/13/13 ET	Review and revise Discovery Plan for bifurcated proceedings and email correspondence with J. Levitt and S. Engelhardt re: same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); email correspondence with M. Moscato, T. Foudy, J. Berman, and E. Combs re: Wells Fargo's document production and draft memorandum of law in support of motion to dismiss (.40); review internal memorandum re: document review protocol and email correspondence with J. Berman re: same (.40); teleconference with M. Moscato and J. Berman re: Wells Fargo production and related review (.30)	1.70
07/13/13 JCB	Draft document review protocol in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.60); discussion with M. Moscato and E. Tobin re preparing for document review (.30); revise draft answer and affirmative defenses to JSNs' counterclaims consistent with T. Foudy and M. Moscato comments (.60)	4.50
07/14/13 SJR	Review and analyze draft motion to dismiss JSNs' counterclaim in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and note comments to same in accordance with legal research performed by B. Kotliar, J. Weber, D. Bloom, and E. Combs (2.70)	2.70
07/14/13 TF1	Review M. Moscato comments to Motion to Dismiss brief in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); review new discovery plan, statement of issues, and emails with JSNs in regards to same (1.00)	1.50
07/14/13 MJM	Draft email to T. Foudy, J. Berman, and E. Tobin re: edits to Debtors' draft of Motion to Dismiss JSNs' Counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); exchange emails with T. Foudy, D. Bloom, J. Berman,	3.20

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E. Tobin, M. Jones, E. Combs, J. Weber, and B. Kotliar re Debtors' draft of Motion to Dismiss edits and strategy (.90) review Creditors' Committee's revised draft of Motion to Dismiss JSNs' Counterclaims (1.10)

07/14/13 BMK	Teleconference with D. Bloom re: language and revisions of draft Motion to Dismiss received from the Committee re counterclaims 7 and 9 re: liens on avoidance actions and prepetition contract claims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); review email correspondence between M. Moscato and D. Bloom re: same (.20)	0.80
07/14/13 DAB	Review and comment on Morrison & Foerster draft Motion to Dismiss JSNs' counterclaims per M. Moscato request in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10); address M. Moscato comments and proposed revisions to same and incorporate same into further revised document (.80); review of further revised Morrison & Foerster/Committee draft Motion to Dismiss and reincorporate M. Moscato comments into same (.60); review avoidance memorandum and circulate relevant portion to M. Moscato per request (.30); review Kramer brief from Petters bankruptcy re: avoidance proceeds and circulate same to M. Moscato (.50); correspond with B. Kotliar re: same and prior research in connection with same (.60)	3.90
07/14/13 ET	Review relevant documents and revise internal memorandum re: document review protocol and draft email to J. Berman re: same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10); review and revise Discovery Plan for bifurcated proceedings and email correspondence with counsel for the Debtors' and the Creditors' Committee re: same (.90); review proposed amended scheduling order and joint statement of issues provided by counsel for the JSNs, and draft email to J. Levitt, R. Salerno, T. Foudy, and M. Moscato re: same, in preparation for July 15 Court conference (1.20)	3.20
07/14/13 JCB	Revisions to draft document review protocol consistent with E. Tobin comments in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70); review draft motion to dismiss JSNs' counterclaims in connection with providing comments to Morrison & Foerster and Committee Counsel (1.10)	1.80
07/15/13 SJR	Review motion to dismiss counterclaims and related documentation and correspondence in connection with	2.80

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Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70); review draft Answer that reflects comments of all parties including Curtis for finalizing for filing in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.10)

07/15/13 TF1	Review, provide comments on, and review comments by others provided on multiple drafts of Motion to Dismiss counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.80); meet with M. Moscato, E. Tobin, D. Bloom, B. Kotliar, J. Berman, M. Jones, E. Combs to discuss comments on Motion to Dismiss and delegation of tasks (1.00); prepare for Court conference before Judge Glenn on JSN adversary status, including review of correspondence from JSNs and the Debtors (.60); attend status conference before Court and post-conference strategy discussion with E. Tobin, D. Brown, and J. Levitt (1.00); participate in conference call with Morrison & Foerster and Kramer Levin on next steps (.40); review latest drafts of issue statement and scheduling order (.80); participate in call with E. Tobin, Morrison & Foerster, and Kramer Levin on latest turns of same (.80); review comments on answer and discuss same with S. Engelhardt, M. Moscato, and J. Berman (.50); attend to incorporation of comments from MoFo and Kramer Levin on Answer (1.10)	9.00
07/15/13 MJM	Review current draft of Motion To Dismiss JSNs' Counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); teleconference with T. Foudy, E. Tobin, J. Berman, D. Bloom, B. Kotliar, M. Jones, and E. Combs re: edits to draft Motion to Dismiss (1.00); participate in conference call with counsel for Debtors and Creditors' Committee re: scheduling and discovery issues (.40); review revised draft of Answer to JSNs' Counterclaims (.60); discussion with J. Berman, T. Foudy, and S. Englehardt re: draft Answer to JSNs' Counterclaims (.50); review revised draft of Motion to Dismiss JSNs' Counterclaims (.60); review further revised draft Answer to JSNs' Counterclaims (.50); discussion with B. Kotliar re: Answer to JSNs' Counterclaims (.30); edit draft responses to JSNs' document requests (.60)	5.10
07/15/13 EC	Attend meeting with M. Moscato, T. Foudy, D. Bloom, E. Tobin, J. Berman, B. Kotliar, J. Weber, and M. Jones to discuss proposed edits and updates to draft Motion to Dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00); attend to discovery requests and review of produced	10.30

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documents related to JSN transactions (.30); research validity of lien release for collateral released by collateral agent on behalf of JSNs (1.60); research relating to confidentiality of mediation documents for letter brief (2.80); draft letter brief for dispute relating to preparation of log of each mediation document in Debtors' possession (4.30); meet with E. Tobin to discuss brief responding to JSN request for mediation documents (.30)

07/15/13 MPJ	Participate in telephone conference with M. Moscato, T. Foudy, E. Tobin, J. Berman, D. Bloom, E. Combs, B. Kotliar, and J. Weber regarding the Motion to Dismiss drafted by Kramer Levin (1.00); exchange e-mails with M. Moscato regarding whether draft expert witness reports, or communications with expert witnesses who ultimately do not testify, are discoverable (.50); continue research regarding whether a creditor is determined to be oversecured on a debtor-by-debtor basis or, in the alternative, if partial substantive consolidation allows for aggregation of collateral when determining a creditors oversecured status (2.30)	3.80
07/15/13 BMK	Prepare for teleconference re: Curtis comments to and open issues re: draft Motion to Dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties by reviewing draft and prior versions (.30); attend teleconference with T. Foudy, M. Moscato, E. Tobin, J. Berman, E. Combs, M. Jones, J. Weber, and D. Bloom re: same (1.00); research case law and statutory context re: avoidance actions as property of the estate for inclusion in draft motion to dismiss (.90); correspondence with D. Bloom re: same (.20); review JSN counterclaims to resolve open issues and acknowledgments for motion to dismiss (.30); review and revise draft answer to counterclaims per edits and comments of Morrison & Foerster and Committee, including update to affirmative defenses (1.70); multiple correspondence with J. Berman re: same re: open issue re: incorporation of certain pleadings into answer (.50); incorporate edits/comments of S. Englehart re: same (1.10); correspond with T. Foudy and M. Moscato re: circulating revised answer and summarizing changes (.30); draft portions of research protocol detailing case history re: mediation, examiner, and asset sale process (1.00); conference with M. Moscato re: open issues in draft Answer (.30)	7.60
07/15/13 JTW	Assist with incorporation of revisions to Debtors' Motion to Dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties to discuss Judge Gerber's GM decision and revise language with respect to other cited authority (1.40); revise Document Review Protocol at the request of J.	6.40



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Berman to include adequate protection issues and description of Debtors' Platform and Legacy Sales to instruct upcoming document review project (1.80); conduct research re: valuation of creditors collateral with respect to adequate protection both as to temporal issues and valuation methodologies (1.60); further research re: classification of intercompany balances as "general intangibles" under the UCC (1.20); initial drafting of formal memorandum re: extent of JSNs' liens and whether such liens cover the intercompany balances (.20); call with E. Tobin to discuss document review protocol (.20)

07/15/13 DAB	Further review and revision to draft Motion to Dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties per J. Berman and M. Moscato request (.80); correspond with J. Weber re: GM legal authority relied upon in same and drafting of explanatory email to J. Berman re: significance of same (.40); respond to J. Berman request re: Debtors' insolvency (.30); further review of certain citations in draft Motion to Dismiss and research in order to improve description of same in same, per T. Foudy and J. Berman request (.80); review E. Tobin summary of chambers conference (.20); in-depth review of Silvernail case per J. Berman request in connection with draft motion to dismiss (.50); research regarding U.C.C. notice filing regime in connection with same (1.00); draft email memorandum to T. Foudy re: purported section 552(b) waiver by Debtors in respect of certain collateral (.80); review M. Jones email re: debtor-by-debtor allocation research assignment, and draft email response clarifying bankruptcy issues pertaining to same (.50); attend teleconference with T. Foudy, M. Moscato, E. Tobin, J. Berman, E. Combs, M. Jones, J. Weber, and B. Kotliar re: Motion to Dismiss (1.00)	6.30
07/15/13 ET	Telephone conference with counsel for the Debtors, the Committee and the JSNs re: outstanding discovery issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); review and revise proposed amended Scheduling Order according to the parties' agreements (.60); correspondence with J. Levitt and T. Foudy re: same (.30); review internal memorandum re: document review protocol (.60); draft email correspondence to M. Moscato, E. Combs, M. Jones, J. Weber, and B. Kotliar re: strategy and procedures for review of documents produced by Wells Fargo in connection with same (.30); email correspondence with counsel for Debtors and Committee re: proposed amended Scheduling Order and Statement of Issues and filing and service of the Debtors' Answer (.50); telephone call with J. Weber re:	11.60

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document review (.20); correspond with B. Kotliar re: filing and service of the Debtors' Answer (.20); attend teleconference with T. Foudy, M. Moscato, D. Bloom, J. Berman, E. Combs, M. Jones, J. Weber, and B. Kotliar re: Motion to Dismiss (1.00); conference call with T. Foudy, counsel for the Debtors, and the Creditors Committee re: resolution of outstanding discovery disputes with the JSNs (.80); revise draft letter brief in support of Debtors' and Committee's position that mediation documents should not be produced or logged, and confer with E. Combs re: the same (5.00); correspond with B. Kotliar, G. Faust, and M. Crespo re: filing of the Debtors' answer and affirmative defenses and the Debtors' and Committee's joint motion to dismiss (.60); draft email to M. Moscato, T. Foudy, and J. Berman re: status of document review (.20); confer with J. Berman re: [REDACTED] (.20) meet with E. Combs re: mediation brief in support of Debtors' position re: withholding of mediation documents (.30)

07/15/13 JCB	Correspondence with S. Engelhardt, T. Foudy, and M. Moscato re: revisions to answer to JSNs' counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); meetings with M. Moscato, T. Foudy, E. Tobin, D. Bloom, M. Jones, E. Combs and B. Kotliar re: finalization of Motion to Dismiss Counterclaims (1.00); edit motion to dismiss (2.20); review case law cited in Debtors' draft Motion to Dismiss (1.40); revise document review protocol (.50); revise answer to JSNs' counterclaims consistent with comments from M. Moscato, T. Foudy and co-counsel and drafting additional affirmative defenses (1.90); confer with E. Tobin re: [REDACTED] (.20)	8.00
07/15/13 KMZ	Load data into "Residential Capital-Wells Fargo" database for attorney review in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.40)	3.40
07/15/13 NG1	Review DVD received from Reed Smith in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); copy data to CMP Data Center in preparation for upcoming document review project (.80); process data using electronic discovery software in preparation for attorney review (3.20); create OCR for searching (1.20); email correspondence with E. Tobin and J. Berman regarding documents received from Reed Smith (.20)	5.80
07/15/13 MM9	Review processed documents received on DVD for	1.20



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accuracy in preparation for attorney review in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20)

07/16/13 SJR Continue work on Motion to Dismiss with respect to JSN counterclaims and review of case law, emails and other communication re: merits of motion to dismiss and documentation and case law reporting same (3.40) 3.40

07/16/13 TF1 Conference call with all parties to discuss revised Statement of Issues, Scheduling Order, and open discovery issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); confer with M. Moscato on document review protocol (.20) conference call with E. Tobin, M. Moscato, E. Combs, J. Weber, B. Kotliar, and M. Jones on same (.20); review draft document review protocol (.20); review new drafts of revised scheduling order and issues statement (.50); review additional comments to motion to dismiss (.50); review, revise, and finalize answer to counterclaims (1.60) conference call with C. Shore on discovery from Ad Hoc Group members (.20); review emails on discovery disputes (.20); participate in call with Kramer Levin and Morrison & Foerster regarding same (.50); exchange emails on research concerning adequate protection arguments (.20); confer with Morrison & Foerster's J. Levitt, G. Lee and L. Marinuzzi on [REDACTED] (.30); review JSN's motion to dismiss complaint (.40) 6.20

07/16/13 MJM Exchange emails with N. Goodman of Curtis Litigation Support re: setting up access to database for Wells Fargo document review (.30); participate in meet-and-confer with counsel for Debtors, Committee, and JSN's re: discovery issues (1.20); teleconference with E. Tobin, T. Foudy, E. Combs, J. Weber, B. Kotliar, and M. Jones re: review of 20,000 pages of Wells Fargo production (.20); review "final" draft of Motion to Dismiss JSNs' Counterclaims (.70); confer with T. Foudy on document review protocol (.20) 2.60

07/16/13 MG8 Telephone conference with L. Delehey of Residential Capital regarding Cerberus demand for release in exchange for consensual turnover of withheld distributions by CMH Holdings and related issues in connection with dispute with Cerberus, a conflict party (.30); follow-up correspondence with T. Smith and J. Zimmer regarding the same (.20); meet with J. Zimmer to discuss assignment to summarize CMH indemnity provisions and research enforce ability of the same (.20) 0.70

07/16/13 MAC Review research done by Curtis team and conduct 2.50

research related to precedential cases where collateral valuation was disputed and valuation issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.50)

07/16/13	GF	<p>Assist B. Kotliar throughout the day with preparation of materials for filing of Plaintiffs' Answer and Affirmative Defenses to the Counterclaims of Defendants UMB Bank, N.A. and the Ad Hoc Group of Junior Secured Noteholders in consolidated adversary dockets including drafting of a chambers letter and updated service list in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.90); attend to filing and service of same including correspondence with B. Kotliar in connection with same (1.50)</p>	6.40
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07/16/13 EC

Review and revise letter brief relating to discovery of documents subject to mediation protective order for opposition for JSNs' anticipated motion to compel production in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.10); research effect of [REDACTED] [REDACTED] (.90); review documents in connection with review of Wells Fargo production (4.40); revise and expand document review to encompass additional categories of expected production (1.90); review Residential Capital claims and counterclaims to identify additional supporting documentation to be located through the discovery process (.40); teleconference with T. Foudy, M. Moscato, E. Tobin, J. Weber, M. Jones, and B. Kotliar re: parameters for document review and work product to be prepared reflecting contents of document review (.20); follow-up conference with E. Tobin, J. Berman, M. Jones, J. Weber, and B. Kotliar re: division of document review (.40); prepare description of important documents produced by Wells Fargo and narrative memorandum generally describing contents of production (1.40)

12.70

07/16/13	MPJ	<p>Review document review protocol in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); conduct preliminary review of documents produced by Wells Fargo on 7/12/2013 in advance of meeting to discuss document review protocol (.50); participate in call with M. Moscato, E. Tobin, E. Combs, B. Kotliar, J. Weber, and J. Berman regarding review of documents produced by Wells Fargo (.20); participate in follow-up meeting with E. Combs, B. Kotliar, E. Tobin, J. Berman, and J. Weber to discuss division of</p>	12.10
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document review and methods for categorizing documents (.40); review and analyze documents produced by Wells Fargo in order to produce index of produced documents and basic description of said documents (3.40); review outline of documents disclosed and draft potential new tags for database (.90); confer with B. Kotliar to identify potentially necessary updates to document review protocol in light of review of the JSNs' counterclaims (.40); update draft of current document review protocol to incorporate the above referenced meetings (.60); begin review and categorization of documents produced by Wells Fargo between Bates Numbers WELLS\_FARGO013887 and WELLS\_FARGO017138 (5.20)

07/16/13 BMK	Teleconference with T. Foudy, M. Moscato, E. Tobin, M. Jones, J. Weber, and E. Combs re: document review protocol and anticipated work product in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); review protocol and update open areas re: case history and facts re: same (.80); initial document review of loan agreement binders received from Wells Fargo re: same (.60); review document review protocol for instructions and streamlining procedures (.60); conference with E. Tobin, J. Berman, M. Jones, E. Combs, and J. Weber re: updated doc review procedures and related follow-up (.40); confer with M. Jones re: reviewing counterclaims to highlight key factual issues necessary for proving/disproving claims/counterclaims at trial (.40); perform document review of 250 documents, bates numbers WELLS_FARGO_002636-005888 (3.90); review scheduling orders in consolidated adversary proceedings for filing and service procedures in connection with answer to JSNs counterclaims (.60); correspondence with T. Foudy and E. Tobin re: same including input from S. Englehardt and G. Horowitz re: same (.70); review and revise draft answer to prepare for filing, including review of recent substantive changes and open issues (1.70); coordinate preparation of service list and attorney contact information (.40); supervise service and filing of answer on both Committee and Debtor adversary proceeding dockets (1.50); review motions to dismiss filed by plaintiffs and defendants in the adversary dockets re: same (.50)	12.30
07/16/13 JTW	Internal meeting with T. Foudy, M. Moscato, E. Combs, M. Jones, B. Kotliar, E. Tobin, and J. Berman re: document review of production received from conflict party Wells Fargo in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); follow-up conference with E. Tobin, J. Berman, M. Jones, E. Combs, and B. Kotliar re: division of	11.90

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production for individual review and initial drafting of work product to summarize review (.40); review Debtors' complaint and JSNs' counterclaims with E. Combs to identify and create tagging structure for document production re: scope of JSNs' liens, value of collateral, UCC-3's and Phase II issues, including (i) allocation of Ally Contribution, (ii) intercompany balances, (iii) RMBS Trusts, and (iv) Subordination (1.50); review of Wells Fargo's document production with Bates Nos. Wells Fargo\_005889-011610 (9.20); confer with D. Bloom re: adequate protection research issues (.60)

07/16/13 DAB	Email T. Foudy re: page limit order re: Motion to Dismiss JSN counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.10); confer with J. Weber re: goodwill and adequate protection issues in connection with same (.60); review J. Weber email to E. Tobin re: same (.50); correspond with same re: review of various cases cited by JSNs dealing with adequate protection issues (.80); correspond with E. Combs re: interest rate issues in connection with response to JSN counterclaims (.30); extensive research regarding valuation of collateral for adequate protection purposes per T. Foudy and M. Moscato request (5.00); correspond with J. Weber throughout afternoon and evening regarding same (.70); in-depth review of cases cited by JSNs Motion to Dismiss related to same (1.30)	9.30
07/16/13 SS2	Per B. Kotliar's request, assemble materials re: JSN Litigation Discovery (2.50); distribute same to T. Foudy, E. Tobin, M. Moscato, and J. Berman (.50); circulate MTD filing to E. Tobin, E. Combs, M. Jones, T. Foudy, J. Berman and M. Moscato (.50)	3.50
07/16/13 ET	Conference call with main counsel for the Debtors, the Committee, and Defendants re: outstanding discovery disputes, focusing on withholding of mediation documents attorney-client privilege as well as communications with financial advisors, and negotiating language for the amended scheduling order and the joint statement of issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); review and revise amended scheduling order and related correspondence with J. Levitt and T. Foudy re: same (.50); conference call with T. Foudy, M. Moscato, J. Weber, B. Kotliar, M. Jones and E. Combs re: review of documents produced by Wells Fargo (.20); follow-up conference re: same with J. Berman E. Combs, M. Jones, B. Kotliar, and J. Weber (.40); review updated statement of issues and email correspondence re: the same (.50); extensive correspondence with S. Englehardt, G. Horowitz, J.	8.70

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Morris, A. Goodman and M. Crespo re: filing and service of Answer in order to comply with scheduling order and case management order (.80); conference call with T. Foudy, J. Levitt, J. Morris, G. Horowitz, R. Salerno and D. Brown re: outstanding discovery issues in advance of July 17 status conference (.50); review and analyze Court Orders re: mediation, draft and revise mediation brief in support of the Debtors' position re: withholding of mediation documents, and related correspondence with E. Combs re: same (3.50); numerous correspondence with J. Berman, E. Combs, M. Jones, B. Kotliar, and J. Weber re: review of documents produced by Wells Fargo, and follow-up emails re: same (.90); draft email to T. Foudy and M. Moscato re: status of document review and analysis of legal issues (.20)

07/16/13 JZ	Meet with M. Gallagher regarding issues related to CMH dispute with Cerberus, a conflict party, and indemnification provisions in LLC agreement (.20); review files in connection with same, including review of LLC agreement, purchase agreement, and prior research in connection with same (.50)	0.70
07/16/13 JCB	Teleconference with E. Tobin, T. Foudy, M. Moscato, E. Combs, M. Jones, B. Kotliar, and J. Weber re: document review of production received from conflict party Wells Fargo in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); follow-up with E. Tobin, E. Combs, M. Jones, B. Kotliar, and J. Weber re: same (.40); review and revise Answer to JSNs' counterclaims (1.10); review of [REDACTED] (.30); update research outline to reflect Phase II issues (.50); review research findings re: intercompany claims and adequate protection (.60); revise document review protocol (.80)	3.90
07/17/13 SJR	Attend to issues regarding JSN and discovery in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10)	1.10
07/17/13 TPS	Review email regarding pursuing indemnification on analysis in connection with CMH issue handled by Curtis as conflict counsel, and follow up correspondence with M. Gallagher in connection with same (.30)	0.30
07/17/13 TF1	Confer with M. Moscato on dispute regarding conducting [REDACTED] in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); review email from C. Shore proposing compromise regarding same	4.50

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(.20); emails with client and Morrison & Foerster on response to compromise and calls with L. Marinuzzi regarding same (.40); review latest comments to, and drafts of, Issues Statement and Revised Scheduling Order (1.20); participate in conference call with JSNs to resolve disputes and finalize same (.50); review and edit draft letter brief on discoverability of mediation documents (1.00); finalize submissions to court and emails on same (.40); review memo of research issues and follow-up in regards to status on completion of same (.60)

07/17/13 MJM	Review JSNs' Motion to Dismiss several counts of Debtors' Complaint in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70); review emails re: finalizing Statement of Case and Discovery Plan to be submitted to J. Glenn (.30); confer with T. Foudy re: same (.20); review emails by D. Bloom and J. Weber analyzing the issue of whether the JSN's have a lien on Intercompany Claims (.30)	1.50
07/17/13 MAC	Conduct research on valuation issues in connection with adequate protection and diminution claims asserted by JSNs and potential arguments related to same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.60)	1.60
07/17/13 GF	Draft Chambers transmittal letter re: 7/16/13 filing of Plaintiffs' Answer and Affirmative Defenses to the Counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and correspondence with B. Kotliar on same (1.50)	1.50
07/17/13 EC	Review additional documents from Wells Fargo production relating to lien releases and creating memorandum reflecting relevant contents of the production in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20); research relating to validity of liens released by agents of a secured creditor and ability of the secured creditor to "reinstate" released liens (.70); confer with E. Tobin and J. Berman re: memorandum re: documents produced by Wells Fargo and results of review (.80); research specific requirements that may exist for creating of new liens or reinstatement of liens in an order of the bankruptcy court (1.40); review JSNs' Supplemental Mediation Motion (.30); meet with D. Bloom to discuss strategy in addressing lien release issues in light of Cash Collateral Order argument put forward in the Ad Hoc Group's Motion to Dismiss (.80)	6.20
07/17/13 MPJ	Review and categorize documents produced by Wells	7.50



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Fargo with the Bates numbers  
WELLS\_FARGO017139-020140 in connection with  
Consolidated JSN Adversary Proceeding where Wells  
Fargo and noteholders Loomis and UBS are conflict  
parties (1.70); draft and review memorandum  
summarizing initial review of Wells Fargo's July 12, 2013  
document production (.40); draft [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] (4.50);  
discuss same with J. Berman (.90)

07/17/13 BMK	Coordinate production and delivery of chambers copies of answers filed and served in the consolidated adversary proceeding where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.50); review discovery protocol and work product in connection with review of documents received from Wells Fargo, a conflict party, in connection with same (1.10); email correspondence with J. Weber, E. Combs, and M. Jones re: same and providing update re: binder two containing financing statements in connection with prepetition loan documents (.50); review Motions to Dismiss filed in connection with same and impact upon ongoing research projects (1.70)	3.80
07/17/13 JTW	Continue document review of Wells Fargo production of Bates Nos. WELLS_FARGO_011611-013886 in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.60); correspond with B. Kotliar, M. Jones and E. Combs re: producing summary memorandum of Wells Fargo's document production for T. Foudy's review (.30); review of JSNs' Motion to Dismiss Counts III and V (.90); continue research to identify whether the JSNs' liens on general intangibles includes the intercompany balances and "good will" (.90)	7.70
07/17/13 DAB	Monitor FGIC settlement hearing telephonically in connection with impact on JSN discovery issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); draft detailed summary of same for T. Foudy and S. Reisman, including legal and factual background relevant to JSN dispute (1.20); review T. Foudy research request re: general intangibles extension to intercompany claims (.40); research re: whether general intangibles (and/or accounts) lien includes intercompany claims per T. Foudy request (1.80); review of July 3 conference transcript in connection with same (.80); draft email memorandum suggesting	11.20

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follow-up research and analysis regarding same based on  
petition documents and Judge Glenn's statements re:  
same (.80); review and circulate case management  
notice/agenda for 7/18 conference (.20); begin drafting  
and revising portion of adequate protection memo re:  
background on adequate protection issues for T. Foudy,  
M. Moscato, and E. Tobin including adequate protection in  
equity cushion and case law pertaining to section 506(b)  
of the Bankruptcy Code (1.20); correspond with B. Kotliar  
and J. Weber re: same (.80); review J. Weber's summary  
of SW Boston case for incorporation into same (.50);  
shepardize SW Boston case and review citing cases in  
connection with adequate protection research (1.20);  
meet with E. Combs to discuss lien release issue and  
cash collateral order argument raised by JSNs' Motion to  
Dismiss (.80)

07/17/13 SB	Prepare sets of case law cited in Motion to Dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties per J. Berman (1.00)	1.00
07/17/13 SS2	Per B. Kotliar's request, update documents and update materials re: JSN Litigation Discovery (1.50); distribute same to T. Foudy, E. Tobin, J. Berman, and M. Moscato (.50)	2.00
07/17/13 ET	Conference call with T. Foudy, S. Engelhardt, T. Goren, G Horowitz, C. Shore, D. Baumstein, D. Newman, B. Carney and D. Schlecker re: outstanding discovery issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); review and revise amended scheduling order, create redline comparing to prior scheduling order, and provide to S. Engelhardt for submission to the Court (.80); confer with E. Combs and J Berman re: memorandum re: Wells Fargo document production (.80); multiple correspondence with J. Berman, M. Moscato, and T. Foudy re: research of outstanding legal issues (1.10)	3.20
07/17/13 JCB	Review of JSNs' motion to dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and cases cited therein (1.70); confer with E. Combs and E. Tobin re: Wells Fargo production and results of review (.80); discussions with M. Jones re: preparation of [REDACTED] (.90); review underlying document relating to [REDACTED] and revise draft [REDACTED] (2.20)	5.60
07/18/13 TPS	Review update on Debtors' views on pursuing claims in connection with CMH dispute with Cerberus, a conflict party (.20); attention to indemnity review and research	0.60



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points in connection with same (.40)

07/18/13 MJM	Participate in conference call with E. Tobin, counsel for Debtors, Creditors' Committee, and JSNs re: resolving open issues scheduled for today's conference with J. Glenn in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); review memo listing legal research issue for Phase I trial (.40); participate in meeting with J. Berman and E. Tobin to discuss legal research assignments and [REDACTED] (1.00); review draft of [REDACTED] (.20)	1.90
07/18/13 MG8	Conduct research under sections 362 and 542 of the Bankruptcy Code in connection with a possible action against CMH Holdings/Cerberus related to its withholding of distributions owned to the Debtors by CMH Holdings in connection with dispute handled by Curtis as Conflicts Counsel (1.20); further review indemnity and limitation of liability provisions under the LLC and Purchase Agreements for CMH Holdings in connection with same (.70); correspond with J. Zimmer regarding his research in connection with applicability of indemnity provisions to actions of CMH Holdings and Cerberus and general enforceability of those provisions under applicable law in connection with same (.30); telephone conference with N. Rosenbaum regarding situation with CMH Holdings and in connection with next steps (.20)	2.40
07/18/13 EC	Research relating to authority of an agent and/or secured party to release collateral documents in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.10); review contract documents to determine secured status of JSN and other related parties as well as collateral release provisions in connection with the Debtor's third count seeking declaration that lien releases were valid (4.00); correspond with M. Jones re: contents of Wells Fargo production to conform all section to similar style and ensure that fulsome description is provided in each section (.20); draft portion of memo reflecting contents of Wells Fargo production analysing importance of certain collateral release documents (1.00); complete and assemble draft memorandum to Morrison & Foerster, providing synopsis and analysis of document produced by Wells Fargo (.40); conference with E. Tobin, J. Berman, D Bloom, J. Weber, B. Kotliar, and M. Jones to discuss research tasks to address open issues raised by JSNs' Motion to Dismiss (.60)	9.30
07/18/13 MPJ	Review the JSNs' Motion to Dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict	6.40

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parties (.80); update draft of [REDACTED]  
[REDACTED] to incorporate  
comments of M. Moscato, T. Foudy, and J. Berman (2.90)  
begin review of case law cited by the JSNs' Motion to  
Dismiss regarding whether a creditor's oversecured status  
is determined on a debtor-by-debtor or aggregate basis in  
connection with prior legal research performed re: same  
(.40); update memorandum summarizing results of the  
review of all documents produced by Wells Fargo on  
07/12/2013 (1.70); meet with E. Tobin, J. Berman, D.  
Bloom, J. Weber, E. Combs, and B. Kotliar to determine  
current research needs regarding various legal issues in  
advance of filing a Reply or Motion for Summary  
Judgment in the adversary proceeding (.60)

07/18/13 BMK	Email correspondence with E. Tobin and C. Cu at KCC re: service of answer via first class mail and email upon special service list in connection with JSN adversary proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); review case management order and scheduling order in adversary proceeding in connection with same (.70); review email correspondence from Morrison & Foerster re: same (.20); conference with E. Tobin, J. Berman, D. Bloom, J. Weber, E. Combs, and M. Jones re: research tasks outline and legal memoranda work product to be produced re: open issues (.60); begin drafting memo re: count IV of the Debtor Complaint and JSNs counterclaims 7, 9 re: liens on avoidance actions and prepetition causes of action (1.30)	3.30
07/18/13 JTW	Conduct research re: case law interpreting valuation of prepetition collateral under section 506(a) of the Bankruptcy Code in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.80); continue research re: valuation of collateral with particular focus on cases applying valuation principles in the adequate protection context (2.70); conduct research re: courts' interpretation of valuation in the context of creditors' claims for failure of adequate protection and diminution claims (2.10); narrow research to review cases focusing on instances where a debtor's use of cash collateral constituted a diminution in value of a prepetition lender's collateral (3.10); conduct research to locate case law supporting the argument that an aggregate increase in value of a lender's prepetition collateral as measured from the petition date negates the lender's assertion that use of cash collateral causes a diminution for which a debtor must compensate lender (2.40); conference with E. Tobin, J. Berman, D. Bloom, E. Combs, B. Kotliar, and M. Jones re: research tasks outline and legal memoranda work product to be produced re: open issues (.60)	13.70

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07/18/13 DAB	Extensive updates to JSN litigation Work in Process chart per J. Berman request and direction in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20); review emails from White & Case re: [REDACTED] issues and reply to T. Foudy re: same (.30); correspond with B. Patane and G. Faust re: updates to JSN litigation calendar (.30); correspond with B. Kotliar re: bankruptcy procedure for service of Motion to Dismiss (.10); meet with J. Berman and E. Tobin re: JSN litigation open research issues (.80); update outline of same per guidance provided by E. Tobin at meeting (.30); review E. Tobin email re: same (.10); extensive further research regarding adequate protection issues in connection with analysis of JSNs' counterclaims with respect to same (2.30); further drafting of memorandum re: same (1.80); correspond with J. Weber throughout the day re: same (.70); conference with E. Tobin, J. Berman, B. Kotliar, D. Bloom, J. Weber, E. Combs, and M. Jones to discuss research tasks to address open issues raised by JSNs' Motion to Dismiss (.60)	9.50
07/18/13 SB	Prepare sets of case law and other materials relied upon in the Motion to Dismiss filed in the Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties per J. Berman (7.00)	7.00
07/18/13 SS2	Per B. Kotliar's request, update materials re: JSN Litigation Discovery (1.50); distribute same to T. Foudy, E. Tobin, J. Berman, and M. Moscato (.50); organize materials electronically and make available to same (.20)	2.20
07/18/13 ET	Conference call with M. Moscato, counsel for the Debtors, the Creditors' Committee, and the Ad Hoc Group of Junior Noteholders re: resolution of outstanding issues, including Statement of Issues and modified scheduling order in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); revise scheduling order and confer with S. Engelhardt re: the same, and send copy to Judge Glenn's clerk (.70); discussions with M. Moscato and J. Berman re: legal research issues and strategy re: [REDACTED] (1.00); review and analyze Ad Hoc Group's supplemental document requests and provide analysis to T. Foudy and M. Moscato (1.10); review revised memorandum re: analysis of documents produced by Wells Fargo and confer with E. Combs re: the same (.80); continue to review revised motion to dismiss (.60); follow up correspondence re: same with M. Moscato and T. Foudy (.30); conference with J. Berman and D. Bloom	6.20

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re: additional research tasks (.80); conference with J. Berman, D. Bloom, J. Weber, B. Kotliar, E. Combs, and M. Jones to discuss research tasks to address open issues raised by JSNs' Motion to Dismiss (.60)

07/18/13 JCB	Meeting with E. Tobin, D. Bloom, B. Kotliar, J. Weber, E. Combs, J. Berman, and M. Jones re: legal research issues for Phase I in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); review completed research memos (1.30); review case law cited in JSNs' motion to dismiss (1.50); revise/complete [REDACTED] (.80); initial review of JSNs' motion to disqualify counsel (2.10); review memorandum summarizing documents produced by Wells Fargo (.50); review Ad Hoc Group's supplemental mediation motion (.60); revise outline of legal research issues (.30); conference with E. Tobin and D. Bloom re: additional research tasks (.80); meet with M. Moscato and E. Tobin re: [REDACTED] (1.00)	9.50
07/19/13 TF1	Exchange emails with C. Shore on [REDACTED] in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); discuss approach to same with M. Moscato (.20); attend to preparation, service, finalization, modifications, and review of [REDACTED] (1.40); emails with Morrison & Foerster, L. Kruger, and Committee counsel regarding same (.20)	2.00
07/19/13 JFC	Telephone conversation with M. Jones regarding possibility of need for expedited [REDACTED] in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.10); dictate memorandum to J. DiCanio of Serving by Irving advising of same (.10)	0.20
07/19/13 EC	Research the interpretation of contract or order language describing documents "executed in connection with" a transaction and whether such language would be interpreted broadly or limited to those documents executed along with master agreement in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (5.20); draft extensive email to E. Tobin relating to "executed in connection with" issue referenced above and revising draft to rebut specific assertion made by the Ad Hoc Group in their motion to dismiss (2.70); research the validity of liens released under the JSN Indenture and Intercreditor Agreement and whether such releases were valid	10.60

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under the express language of the contracts (2.10); draft outline of memorandum reflecting partial research relating to release of liens (.60)

07/19/13 MPJ	Review and analyze case law cited in the JSNs' Motion to Dismiss regarding whether a creditor's over-secured status should be determined in reference to each debtor entity or in aggregate (3.50); prepare [REDACTED] [REDACTED] [REDACTED] (2.10); [REDACTED] [REDACTED] [REDACTED] (.90); discuss service of same with J. Clyne (.10)	6.60
07/19/13 BMK	Continue drafting memorandum re: prepetition liens on avoidance actions and state law claims in connection with Count IV of Debtor Complaint and Counterclaims 7 and 9 in connection with adversary proceeding against the JSNs where Loomis, Wells Fargo and UBS are potential conflict parties (1.70)	1.70
07/19/13 JTW	Conduct research for response to JSNs' argument in Motion to Dismiss re: status of JSNs' liens as stipulated under the Final Cash Collateral Order and effect of prepetition releases of collateral with specific focus on the effect of the language "executed in connection with" found in the language of the Final Cash Collateral Order (2.80); correspondence with E. Tobin and J. Berman re: status of research as to memorandum addressing claims and counterclaims re: adequate protection and post-petition interest (.30)	3.10
07/19/13 DAB	Review and summarize FRB consent payment motion response by JSNs in connection with JSN litigation (.20); review cases re: adequate protection issues provided by J Weber for potential inclusion in draft memorandum re: same (1.20)	1.40
07/19/13 ET	Confer (via email and telephone) with M. Moscato, J. Berman, and B. Kotliar re: opposition to the Ad Hoc Group's motion for disqualification of Debtors' counsel, including Curtis, including in connection with the interdebtor disputes (1.10); email correspondence with M. Crespo and A. Ruiz re: research for the Debtors' opposition to the Ad Hoc Group's motion to dismiss the Amended Complaint and confer with E. Combs and T. Foudy re: research re: "in connection with requirement," and draft email to M. Crespo and A. Ruiz re: the same (1.10); confer with T. Foudy and M. Jones re: [REDACTED] [REDACTED] and review drafts of the same, in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.10)	3.30
07/20/13 TF1	Exchange emails with C. Shore and M. Moscato	0.10

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regarding scheduling a call on [REDACTED]  
[REDACTED] in connection with Consolidated JSN  
Adversary Proceeding where Wells Fargo and  
noteholders Loomis and UBS are conflict parties (.10)

07/20/13 EC	Review all credit agreement provisions relating to release of collateral and preparing synopsis of provisions to prepare analysis of authorization to release liens under agreements connection with Curtis' role as conflicts counsel in JSN litigation, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (2.60)	2.60
07/20/13 MPJ	In connection with Curtis' role as conflicts counsel in JSN litigation, as Wells Fargo and noteholders Loomis and UBS are conflict parties, conduct research regarding whether a creditor's oversecured status is determine on a debtor-by-debtor basis or in the aggregate (1.70)	1.70
07/21/13 TF1	Prepare for call with C. Shore to discuss [REDACTED] (.10); conference call with C. Shore and M. Moscato on same (.50)	0.60
07/21/13 MJM	Participate in conference call with T. Foudy and C. Shore re: [REDACTED] to JSNs in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
07/21/13 MG8	Attend to revision of draft memo regarding CMH dispute with Cerberus, a conflict party, and related indemnification provisions handled by Curtis as Conflicts Counsel (1.40); follow-up correspondence with J. Zimmer regarding the same (.40)	1.80
07/21/13 EC	Review JSN Notes documents relating to collateral release in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.40); draft outline of release provisions (.70)	2.10
07/21/13 DAB	Email correspondence with M. Jones re: determination of secured status on debtor-by-debtor JSN argument and case law re: same in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20)	0.20
07/22/13 TF1	Call with Judge Peck to discuss scheduling of mediation session in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
07/22/13 MG8	Review and comment on further revised memo on CMH Holdings, the Examiner report, relevant provisions of the agreements, and follow-up correspondence with J. Zimmer regarding the same	1.10



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(.80); attend to correspondence with J. Zimmer and P. Buenger regarding research done on potential causes of action in connection with CMH handled by Curtis as Conflicts Counsel (.30)

07/22/13 EC	Research ratification of pledge or security documents by a principal similarly situated to the JSNs in this proceeding in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.10); conduct research relating to potential treatment of Wells Fargo as an agent of the JSNs rather than as the secured party (2.20); review Motors Liquidation case containing in depth analysis secured financing release authorization for the preparation of a memorandum analyzing collateral releases in this proceeding (.90); draft memorandum section analyzing possibility of pledge or security interest releases under an independent clause of the JSN pledge agreement (1.50)	5.70
07/22/13 MPJ	Continue investigation of case law discussing whether a secured party's status as over or under secured is determined on a debtor-by-debtor, or aggregate, basis in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.00); draft memorandum summarizing results of research, concluding that Courts who have considered the issue have held that a creditors oversecured status is determined by referencing all collateral owned by debtor entities (3.60)	6.60
07/22/13 JTW	Review of Debtors' disclosure statement to identify provision discussing the treatment of intercompany balances and provide brief summary for T. Foudy and M. Moscato (.60); draft section of memorandum addressing issues related to adequate protection and diminution claims focusing on the timing of when courts will value a lender's collateral for purposes of adequate protection (1.90); draft section of memorandum re: same as to methodology applied to in case-by-case basis as to liquidation valuation or going concern valuation (2.40)	4.90
07/22/13 DAB	Email references in Disclosure Statement to intercompany balances to T. Foudy in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); review and analyze Revolution Dairy case re: debtor-by-debtor issue in Debtors' complaint (.30); review JSNs' Examiner submission and confer with E. Combs re: Consent and Direction letters referenced in same (.40); respond to T. Foudy email re: disclosure statement objection deadline and process for handling reply to same and correspond with T. Foudy and P.	4.90

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Buenger re: same (.30); review and comment on J. Weber draft section of adequate protection memo and read and analyze cases cited in same (2.20); extensive revisions to J. Weber section of memo re: same (1.50)

07/23/13 TPS	Review and finalize draft memo to L. Delehy in connection with CMH matters handled by Curtis as Conflicts Counsel regarding indemnification law and strategy (1.10)	1.10
07/23/13 TF1	Review M. Jones' memo on viewing over-security on an aggregate or debtor-by-debtor basis and draft memo with follow-up questions in regards to same (.70); follow-up on negotiations with Ad Hoc Group regarding [REDACTED] in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	1.10
07/23/13 MG8	Review and comment on summary prepared by J. Zimmer of indemnification provisions applicable to CMH Holdings dispute with Cerberus, a conflict party (.50); related follow-up correspondence with T. Smith (.20)	0.70
07/23/13 GF	Draft, revise, and file affidavits of service for Plaintiffs' Answer and Affirmative Defenses to the Counterclaims of Defendants UMB Bank, N.A. and the Ad Hoc Group of JSN on UCC v. UMB Bank and Residential Capital v. UMB Bank case dockets in conference with B. Kotliar in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90)	0.90
07/23/13 EC	Draft memorandum assessing the release of the JSNs liens in light of Section 8.04 of the JSN Indenture providing for such release in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80)	0.80
07/23/13 MPJ	Update memorandum summarizing case law supporting Count V of the Debtors' complaint to incorporate J. Berman's comments in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70)	0.70
07/23/13 BMK	Review and revise memorandum re: count IV of Debtor Complaint and corresponding Counts 7 and 9 of JSN Counterclaims re: prepetition liens on state law claims and avoidance actions in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.70)	1.70
07/23/13 JTW	Multiple conferences with D. Bloom re: JSNs' alleged diminution claims, adequate protection analysis, and structure of argument in preparation for potential summary judgment motion in connection with JSN	8.40



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Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.10); draft sections of memorandum assessing arguments with respect to Count II of the Debtors' complaint with particular focus on methodologies and timing of valuation re: diminution claims re: same (2.60); continue drafting research as to valuation methodologies for adequate protection issues and the effect certain arguments will have on arguments related to JSNs' alleged entitlement to post-petition interest re: same (1.80); incorporate additional authority into draft memorandum re: Debtors' Count II re: same (1.90)

07/23/13 DAB	Correspond with E. Tobin re: draft memo and remaining research to be performed in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); extensive review of case law regarding valuation of various types of collateral for diminution purposes in connection with JSN litigation re: same (1.80); review of outline of relevant facts for inclusion in adequate protection memorandum re: same (.80); review M. Jones memorandum re: oversecured status and debtor-by-debtor argument re: same (.70); email E. Tobin re: status of adequate protection memo (.10); research regarding use of asset sale value to measure adequate protection diminution claim and conduct in-depth review of JSN cases and published and unpublished cases pertaining to same in connection with JSN litigation (1.00); confer throughout the day with J. Weber re: same (2.10)	6.80
07/23/13 PJB2	Review research re: turnover actions pursuant to section 542 of the Bankruptcy Code and relevant case law within the Second Circuit in connection with obtaining Debtors' funds held by conflict party Cerberus in connection with its role as managing member of CMH (.50); correspondence with M. Gallagher re: same (.10)	0.60
07/23/13 JCB	Review/revise memorandum and related case law concerning argument that JSNs must establish that they are oversecured with respect to an individual debtor, rather than debtors as a whole in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20)	2.20
07/24/13 SJR	Update on all-hands meeting on JSN litigation preparation in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60)	0.60
07/24/13 TPS	Conference with M. Gallagher regarding memo to client and additional research points in connection with CMH Holdings dispute with Cerberus, a conflict party (.30);	0.50

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review list of additional documents requested from client  
re: same (.20)

07/24/13 TF1	Review and respond to C. Shore email regarding compromise concerning [REDACTED] in connection with JSNs' Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (.40); participate in "all hands" meeting with Debtors and Committee counsel to discuss response to proposed additional counterclaim and preparation for trial, and follow-up discussion with Morrison & Foerster on document review (3.20); review, analyze and provide comments to Morrison & Foerster on draft proposed additional counterclaim (1.10); confer with E. Combs on research regarding ability to amend counterclaims (.20); review draft opposition to motion to dismiss counterclaims and draft follow-up research question to E. Combs (.60); confer with M. Moscato re: latest edits to draft of same (.30)	5.80
07/24/13 MJM	Review J. Levitt's proposed edits to draft Opposition to JSNs' disqualification motion, which sought to remove Debtors' legal counsel, including Curtis (.70); follow-up conversation with T. Foudy and J. Berman re: revisions to draft Opposition to JSNs' disqualification motion (.30); review latest draft of Opposition to JSNs' disqualification motion reflecting Morrison & Foerster's suggested revisions (.60); discussion with T. Foudy re: edits to latest draft of Opposition to JSNs' disqualification motion (.30)	1.90
07/24/13 MG8	Correspondence with L. Delehey regarding obtaining certain documents for CMH Transaction dispute with Cerberus, a conflict party and related follow-up with J. Zimmer (.40); review briefly certain CMH transaction documents sent by Residential Capital in connection with the review of CMH's indemnification obligations (.60); confer with T. Smith regarding CMH indemnity provisions (.30); provide comments on summary of indemnification provisions (.30); follow-up correspondence with J. Zimmer regarding same (.10)	1.70
07/24/13 MAC	Conduct analysis of issues in connection with the appropriate method of valuation re: secured/unsecured claims in a situation where a party does not have a lien on the entirety of a collateral pool in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.80)	1.80
07/24/13 EC	Research grounds to object to the amendment of a complaint or counterclaim in preparation for the JSNs motion to add an additional, duplicative counterclaim in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are	4.10

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potential conflict parties (3.50); draft email to M. Moscato re: ground for objection to a duplicative counterclaim as (.40); confer with T. Foudy on research re: amending counterclaims (.20)

- 07/24/13 MPJ Review decision in In re: SW Hotel (Bankr. D. Mass) to respond to T. Foudy's question regarding substantive consolidation in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); draft e-mail to T. Foudy describing (a) the underlying plan in SW Hotel, (b) that plan's provisions for substantive consolidation, and (c) the impact substantive consolidation had on the Judge's decision in SW Hotel to determine a creditors oversecured status on a debtor-by-debtor basis (.30); compare the Ad Hoc Group of JSNs' counterclaims with their proposed additional counterclaims to determine whether the new counterclaims represent topics not otherwise covered by the original counterclaims (1.20); draft e-mail to T. Foudy, M. Moscato, E. Tobin, and J. Berman, summarizing why the JSNs' proposed counterclaims are encompassed by their original counterclaims (.50) 2.20
- 07/24/13 BMK Review and revise memorandum re: liens on prepetition causes of action and avoidance claims in connection with JSN Adversary Proceeding where Loomis, UBS, and Wells Fargo are conflict parties (.70); conference with M. Jones re: JSNs' proposed supplemental counterclaim and whether such claim is duplicative of or overlap with other counterclaims (.30); review same and compare to counterclaims in order to provide comprehensive analysis of potential prepetition claims that the JSNs assert liens on (1.00); draft email correspondence to T. Foudy summarizing merits of any potential non-duplicative claims and arguments in favor of duplication (.60) 2.60
- 07/24/13 JTW Review further case law focusing on valuation of collateral as a going-concern as opposed to liquidation value for purposes of adequate protection in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.70); review of cash collateral order [Docket No. 491] to [REDACTED] (1.20); review of In re: Rash and its progeny re: valuation of collateral where a debtor seeks to retain collateral and the effects of this analysis on the valuation for purposes of adequate protection and diminution claims (3.30); draft section of memorandum addressing JSNs' adequate protection liens with focus on going-concern valuation methodology the court is likely to apply (1.60); review of e-mail memorandum 9.30

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provided by M. Jones re: SW Boston's treatment of the debtor-by-debtor analysis with respect to creditor's status as oversecured (.50)

07/24/13 DAB	Review correspondence from J. Weber re: cash collateral analysis in connection with adequate protection research and respond to same in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); extensive further review of case law discussing various approaches to relevant date from which a diminution claim will be valued and how valuation methodologies and timing affect a secured creditor's entitlement to post-petition interest (2.50); draft sections of adequate protection memo re: same (2.80); correspond with J. Weber throughout the day re: open issues with respect to same (1.50); further review of cases provided by J. Weber re: sub-issues address in memorandum re: same (.80)	8.40
07/24/13 ET	Attend meeting with counsel for Debtors and the Creditors' Committee re: trial preparation and strategy in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.00); follow-up correspondence with T. Foudy, M. Moscato, S. Engelhardt, and J. Levitt re: document review and production (.30); email correspondence with D. Brown T. Foudy, and M. Moscato re: document review protocol (.20)	3.50
07/25/13 TF1	Discuss document review project with M. Moscato in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); call with M. McPherson, M. Moscato, and E. Combs regarding the same (.30); follow-up discussion with M. Moscato and E. Combs regarding drafting insert (.20); review letter from JSNs regarding responses to document requests (.20); call with J. Levitt on position regarding proposed counterclaims (.20); review emails on modification of statement of issues in light of proposed counterclaim and revised drafts of statement in light of the same (.40); review emails on negotiations with C. Shore regarding proposed counterclaim (.20)	1.90
07/25/13 MJM	Discussion with T. Foudy re: document review project concerning JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.40); teleconference with M. McPherson, T. Foudy, and E. Combs re: draft Opposition to JSNs' Motion to Dismiss Count III of Debtors' Amended Complaint (.30); follow-up discussion with T. Foudy and E. Combs re: insert to draft Opposition to JSNs' Motion to Dismiss Count III of Debtors' Amended Counterclaim (.20); review draft Opposition to JSNs' motion to dismiss Count III of Debtors' Amended Complaint in connection	1.60

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with JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are potential conflict parties (.70)

07/25/13 MG8	Draft correspondence to L. Delehey regarding CMH Holdings' indemnification provisions relevant to dispute with Cerberus, a conflict party (.20)	0.20
07/25/13 EC	Attend conference call with M. McPherson of Morrison & Foerster and T. Foudy and M. Moscato of Curtis to discuss strategy for addressing lien stipulation in motion to dismiss reply in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); attend follow-up discussion with T. Foudy and M. Moscato to discuss reasoning behind lien release argument and strategy for drafting reply memorandum insert (.20); draft portion of reply addressing the JSN assertions that liens were reinstated by the Cash Collateral Order (2.20); review Debtor's opposition to motion to dismiss in preparation for filing and preparing extensive comment and notes on issues presented therein (3.90); review JSN Notes Documents and preparing detailed assessment of the JSN contract documents to provide analysis of whether liens releases would be encompassed in the language of the agreement's collateral release provisions (3.80); draft memorandum relating to permissibility of collateral releases under the JSN Notes documents (1.20)	11.60
07/25/13 MPJ	Begin introductory draft of memorandum summarizing the legal requirements to release collateral in connection with Count III of the Debtors' complaint against the Ad Hoc Group of JSN in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.40)	1.40
07/25/13 BMK	Review cases relied upon in joint motion to dismiss filed by the Debtors and the Committee against the JSNs for incorporation into memorandum re: count IV of Debtor complaint and Counts 7,9 of the counterclaims re: liens on prepetition claims and avoidance actions in connection with adversary proceeding against the JSNs where Loomis, UBS, and Wells Fargo are potential conflict parties (.80)	0.80
07/25/13 JTW	Review of Final Cash Collateral Order and the eight subsequent stipulations to identify the authorized uses of cash collateral in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.70); review of Debtors' Motion for continued use of cash collateral and corresponding responses in preparation for summary judgment re: arguments related to Section 506(c) of the Bankruptcy Code (2.10); draft assumed facts section for memorandum addressing Count II of	11.70

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the Debtors' complaint and corresponding counterclaims by the JSNs' to include (i) Debtors' prepetition indebtedness and authority to use cash collateral, (ii) the Debtors' asset sales and the extension of the debtors' use of cash collateral, and (iii) the parties' positions as to an applicable legal framework that should apply to valuation re: adequate protection and post-petition interest (3.20); conduct research re: Debtors' alleged waiver of section 506(c) rights in paragraph 22 of the Final Cash Collateral Order and the effect of this provision on the Debtors' authority to use the cash collateral (2.40); draft section for memorandum addressing section 506(c) of the Bankruptcy Code and the merit of the parties arguments re: use of cash collateral (1.30)

07/25/13 DAB	Extensive further review of case law pertaining to diminution, valuation methodologies in various contexts, timing of valuation, and secondary sources and unpublished materials related to same in connection with research regarding adequate protection and postpetition interest in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.50); further drafting of section of memorandum related to same (2.00); confer throughout day with J. Weber re: progress with various followup research questions pertaining to same (1.50)	6.00
07/25/13 ET	Review the Debtors' opposition to the Ad Hoc Group's Motion to Dismiss certain causes of action in the Amended Complaint, and confer with M. Moscato re: the same in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); review relevant documents and draft and revise argument re: the lien releases and the scope of the stipulation in the Final Cash Collateral Order, and confer with M. Moscato and E. Combs re: the same (1.80); meet with M. Moscato and J. Berman re: open research issues and litigation strategy (.30)	3.30
07/26/13 TF1	Attend court conference on, inter alia, amendment of counterclaims and UMB's motion to dismiss Committee Complaint in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); review and provide comments to memo on Wells Fargo production (.30); confer with M. Moscato on comments to opposition to Motion to Dismiss Debtors' complaint (.30); meet with E. Combs to discuss revisions needed to Wells Fargo production memo summary (.20); attend to matters concerning answering amended counterclaims (.10); review comments to opposition and draft insert of argument for same (.70)	4.50
07/26/13 MJM	Revise draft Opposition to JSNs' Motion to Dismiss	2.00



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Count III of Debtors' Amended Complaint in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are potential conflict parties (.90); confer with T. Foudy re: same (.30); listen to Conference before J. Glenn re: Motion in Aid of Mediation (.30); meet with E. Tobin re: draft of debtors' brief (.50)

07/26/13 EC	Research standard under New York and Federal case law for creation or resurrection of a security interest in a debtor's assets in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.20); review order in aid of mediation (.10); meet with T. Foudy to discuss contents of Wells Fargo production and synopsis of contents prepared for Morrison & Foerster (.20); review documents produced by Wells Fargo to investigate interrelation of loan agreements and contents of amendments (1.50); redraft synopsis of Wells Fargo production to include relationship of loan documents and additional information on amending agreements (1.90)	4.90
07/26/13 MPJ	Review and analyze In re: Motors decision from the Southern District of New York in association with determining whether filing of UCC-3s by Wells Fargo legally released certain collateral from the JSNs' liens in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00); review national case law to determine what legal impact results when a secured party, as opposed the secured party's agent, files a UCC-3 form releasing a lien on the secured party's collateral (4.10)	5.10
07/26/13 BMK	Analyze proposed amended JSN counterclaims for similarities/differences from previous proposed amended supplemental counterclaim circulated earlier in the week in connection with adversary proceeding against the JSNs where Loomis, UBS and Wells Fargo are potential conflict parties (.30)	0.30
07/26/13 JTW	Conduct research re: burden of proof as to establishing a claim for diminution with respect to the value of the JSNs' prepetition collateral in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.80); draft section of memorandum addressing Count II of the Debtors' complaint and corresponding counterclaims re: case law supporting that it is a creditors' burden to establish that the collateral has diminished in value for an entitlement to claims for such diminution, and proper date to value collateral with respect to adequate protection (2.30); include additional case law in memorandum regarding burden of proof on creditor where Debtors' have filed a declaratory	6.20

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judgment action seeking an affirmative declaration from the court that there has been no diminution in the value of the JSNs' collateral over the course of these chapter 11 cases (1.90); correspond with E. Tobin and D. Bloom re: status of memorandum (.20)

07/26/13 DAB	Attend Omnibus Hearing in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); draft detailed summary of same (.50); correspond with J. Weber re: status of research re: diminution and postpetition interest (.50); review, analyze, and summarize Order in Aid of Mediation and circulate same to S. Reisman per his request (.40)	2.90
07/26/13 ET	Listen to court conference/Omnibus Hearing, including hearing on Motion for Order in aid of mediation in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.40); meet with M. Moscato re: draft of Debtors' brief in opposition to the Ad Hoc Group's motion to dismiss re: refuting the Ad Hoc Group's interpretation of the Final Cash Collateral Order, revise the same (.50); provide comments to M. McPherson (.60); review the Ad Hoc Group's second set of document requests and confer with D. Brown, J. Levitt and M. Moscato re: the same (1.30); email correspondence with J. Levitt, T. Foudy and J. Berman re: drafting answer to the Ad Hoc Group's additional factual allegations and counterclaim (.20)	3.00
07/26/13 JCB	Review JSNs' supplemental counterclaim in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and outlining answer thereto (1.40)	1.40
07/27/13 MJM	Review current draft of Opposition to JSNs' Motion to Dismiss Debtors' Amended Complaint in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
07/27/13 MPJ	In connection with Curtis' role as conflicts counsel, as noteholders UBS and Loomis and collateral agent Wells Fargo are potential conflicts, draft memorandum summarizing status of case law research regarding whether an inadvertent release of collateral by a secured party, as opposed to the agent of a secured party, releases said collateral as a matter of law (1.60)	1.60
07/28/13 MJM	Draft email to T. Foudy, E. Tobin, and E. Combs re: Debtors' Opposition to JSNs' Motion to Dismiss Amended Complaint in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	0.40
07/28/13 EC	Draft portion of a memorandum discussing the propriety of the release of collateral under Section 5.1	3.80



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of the intercreditor agreement, in light of all requirements set forth in the JSN Indenture in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (2.90); prepare portion of memo reflecting the authorization for release of collateral given Wells Fargo's status as secured party on UCC3 collateral release documents (.90)

07/28/13 ET	Review and revise draft of Debtors' brief in opposition to the Ad Hoc Group's Motion to Dismiss, in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties, focusing on Count III in the Debtors' amended complaint, and email correspondence with M. Moscato re: the same (1.60)	1.60
07/29/13 TF1	Review/edit Answer to Amended Counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); review latest draft response on Motion to Dismiss complaint (.70); confer with E. Tobin and M. Moscato re: Debtors' Response to JSNs' Second Request for Documents in connection with same (.10)	1.70
07/29/13 MJM	Confer with E. Tobin and T. Foudy re: Debtors' Response to JSNs' Second Request for Documents in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are potential conflict parties (.10); confer with E. Tobin re: Debtors' Response to JSNs' second request for documents and classification of each request as relating to either Phase I or Phase II of the JSNs litigation (1.60)	1.70
07/29/13 MG8	Review amended answer and counterclaims filed by JSNs in adversary proceeding regarding extent of liens of JSNs in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80)	0.80
07/29/13 EC	Research potential ratification of liens by the JSNs by failure to object during the years following the releases in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (2.10); review draft opposition to the JSNs' motion to dismiss and marking potential changes to be incorporated in later drafts (.30); review the JSNs' amended answer and counterclaims (.20); draft memorandum analyzing collateral release provisions found in the JSN indenture and Intercreditor Agreement to asses whether liens were properly released in connection with the AFI LOC funding (2.70); analyze contract documents and contract interpretation caselaw to assist in preparation of same (2.10)	7.40

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07/29/13 MPJ	Discuss status of research regarding whether the JSNs ratified the release of liens by Wells Fargo by failing to object to such releases previously in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	0.40
07/29/13 BMK	Review and revise memorandum re: Count IV of Debtor complaint and corresponding counterclaims re: liens on avoidance actions and prepetition state law claims in connection with JSN adversary proceeding where Loomis, UBS, and Wells Fargo are conflict parties by incorporating analysis of cases relied upon in Motion to Dismiss (1.40); conference with J. Berman re: beginning drafting amended answer to amended counterclaims and related follow-up (.30)	1.70
07/29/13 JTW	Correspond throughout the day with D. Bloom re: memorandum on post-petition interest re: factual contentions of the parties in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); review and revise memorandum re: adequate protection, diminution claims, asset valuation, and entitlement to post-petition interest - review focused on refining citations and inclusion of descriptive parentheticals to better support analysis and application of facts associated with the JSN Litigation (2.00); insert additional case law supporting proposition that purpose of adequate protection is to protect value of JSNs' collateral as of petition date (.90); expand on section of memorandum addressing whether the court is likely to apply a liquidation value analysis or a going-concern value analysis with respect to a valuation in the context of adequate protection and the JSNs' alleged claims for diminution in the value of their collateral (2.20)	6.40
07/29/13 DAB	Further research regarding Second Circuit and Appellate and Bankruptcy Court standards regarding nexus between postpetition interest and diminution measurements and application of same in light of Debtors' and JSNs' contentions in the JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and as related to cash collateral order and various pre- and post-petition documents, for purpose of preparing memorandum re: same (3.00); extensive revision to draft memorandum regarding same (3.40); correspond with J. Weber throughout the day regarding same (1.30)	7.70
07/29/13 ET	Correspond with M. Jones, E. Combs, D. Bloom, J. Weber and B. Kotliar re: research issues in connection with JSN litigation, in light of involvement of conflict parties Wells Fargo and Ad Hoc Group members Loomis and UBS (.40) review opposition to the Ad Hoc	5.90

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Group's Motion to Dismiss (.80); confer with M. Moscato and T. Foudy re: the same (.10); provide comments to M. McPherson with respect to same (.40); review the Ad Hoc Group's first amended counterclaims and relevant portions of the Examiner's Report (1.60); review the Ad Hoc Group's second set of document requests to the Debtors (.50); confer with M. Moscato, focusing on whether the requests pertain to Phase I or Phase II of the JSN adversary proceeding (1.60); draft summary of analysis and provide to D. Brown, R. Salerno, and J. Levitt (.50)

07/29/13 JCB	Review supplemental counterclaims filed by Ad Hoc Group of JSNs in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.50); draft and finalize answer to counterclaims (3.40); confer with B. Kotliar re: beginning draft amended answer to amended counterclaims and related follow-up (.30)	5.20
07/30/13 SJR	Review/analyze JSN opposition to debtors Motion to Dismiss certain counterclaims and review case law in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.20)	3.20
07/30/13 TPS	Review final form of CMH memo with indemnities in connection with dispute with Cerberus, a conflict party (.50)	0.50
07/30/13 TF1	Review/provide comments to latest draft of opposition to Motion to Dismiss complaint (.80); review final filed version of opposition to motion to dismiss complaint (.60); review/revise [REDACTED] (.40); meet with M. Moscato, J. Berman, and M. Jones to go over drafting [REDACTED] (.50); review latest draft of answer to amended counterclaims (.70); review memo on research projects and status of each and note comments to same (.60); begin review of JSNs' supplemental statement in support of objection to FGIC Settlement (.40); meeting with M. Moscato, J. Berman, and E. Tobin re: answers to Amended Counterclaims and legal issues re: JSN litigation (1.50)	5.50
07/30/13 MJM	Review and edit current version of Debtors' Opposition to JSNs' Motion to Dismiss Amended Complaint in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are potential conflict parties (1.10); meeting with T. Foudy, J. Berman, and M. Jones re: [REDACTED] and related issues (.50); review "final" draft of Opposition to JSNs' Motion to Dismiss Debtors' Amended Complaint (.80); discussion with M. McPherson re: Opposition brief (.10); meeting with T. Foudy, J. Berman, and E. Tobin re: Answer to	4.00

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Amended Counterclaims and legal issues re: JSN  
litigation (1.50)

07/30/13 EC Correspond with T. Foudy to discuss research relating to 9.40  
[REDACTED]  
[REDACTED] issue for additional  
research in connection with Consolidated JSN Adversary  
Proceeding where Wells Fargo and noteholders Loomis  
and UBS are conflict parties (.20); draft memorandum  
addressing entitlement of parties to [REDACTED]  
[REDACTED]  
[REDACTED] (1.30); research relating to  
[REDACTED]  
[REDACTED] (.80);  
correspond with M. Moscato and T. Foudy to discuss  
additional research relating [REDACTED]  
[REDACTED] (.10); research  
[REDACTED]  
[REDACTED] (3.70); review JSN Security Documents to  
ascertain identity and nature of obligations flowing from  
non-borrower, non-guarantor Residential Capital  
subsidiaries (.80); meet with M. Jones to discuss potential  
ratification of releases by delay of objection and  
interpretation of Section 4.10 of the JSN Indenture and its  
applicability to collateral releases intended to secure  
additional financing (.30); research relating to [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
(2.20)

07/30/13 MPJ Meet with M. Moscato, T. Foudy, and J. Berman to 9.30  
discuss potential [REDACTED]  
[REDACTED]  
[REDACTED] in  
connection with Consolidated JSN Adversary Proceeding  
where Wells Fargo and noteholders Loomis and UBS are  
conflict parties (.50); draft [REDACTED]  
[REDACTED]  
[REDACTED] for M. Moscato and T. Foudy's  
review (2.00); research whether legal principles of  
ratification bar the JSNs from arguing that Wells Fargo's  
releases of their liens was impermissible (2.50); update  
memorandum authored by E. Combs regarding the legal  
validity of Wells Fargo's lien releases to incorporate  
research regarding ratification (1.60); review and analyze  
Junior Secured Noteholders indenture to determine  
whether Wells Fargo's release of liens in connection with  
the AFI LOC was permissible under the indenture (2.10);  
meet with E. Combs to discuss potential ratification of  
releases by delay of objection and interpretation of  
Section 4.10 of the JSN Indenture and its applicability to  
collateral releases intended to secure additional financing  
(.30); confer with B. Kotliar regarding

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amended answer to first amended counterclaims filed by the JSNs in connection with the adversary proceeding where Loomis, UBS, and Wells Fargo are conflict parties (.30)

07/30/13 BMK	Assist J. Berman with amended answer to first amended counterclaims filed by the JSNs in connection with the adversary proceeding where Loomis, UBS, and Wells Fargo are conflict parties (.30); correspondence with M. Jones re: Rule 2019 statements filed by White & Case in connection with same re: membership of ad hoc group (.20); review and revise memorandum re: liens on avoidance actions and state law claims in connection with same to incorporate cases from Motion to Dismiss and contentions within the amended counterclaims, including analysis of application of the relevant legal standards to the facts, specifically with respect to transactions identified in the Examiner Report (2.70); review and revise memorandum re: adequate protection liens and diminution of cash collateral claims re: legal authorities relied upon and citations to same (3.40); revise and provide comments to same, including highlighting outstanding legal issues (.70); correspondence with D. Bloom re: same and remaining tasks before finalizing memo (.30); briefly review opposition to Motion to Dismiss filed by the JSNs re: liens on avoidance actions, state law claims, and adequate protection (.50)	8.10
07/30/13 JTW	Review and revise memorandum re: diminution claims to include summary of argument made by JSNs' counsel at hearing on 7/30/13 with respect to valuation of collateral under section 506(a) in the hands of Debtors as a "going concern" for purposes of adequate protection and apply case law to certain factual assertions raised in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70); correspond with D. Bloom and assist in revisions to memorandum in preparation for submission to T. Foudy and M. Moscato (1.10); review Debtors' draft response to JSNs' motion to dismiss (.90); conduct research re: Second Circuit case law as to secured creditor's entitlement to superpriority claims pursuant to section 507(b) of the Bankruptcy Code (2.20); draft section for memorandum re: failure of adequate protection and JSNs' entitlement to section 507(b) claims re: (i) which party will bear the burden to establish a claim under section 507(b) of the Bankruptcy Code and (ii) elements that must be demonstrated to succeed on a claim under section 507(b) (1.30)	6.20
07/30/13 DAB	Review and shepardize various cases cited by the JSNs in their counterclaims regarding cash collateral and collateral use arguments for purpose of	13.50

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incorporating analysis/distinguishing of same into draft comprehensive memorandum regarding adequate protection and postpetition interest issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); review J. Weber research results and inserts for memorandum re: sections 507(b) and 506(c) of the Bankruptcy Code (2.90); revise J. Weber inserts for incorporation into draft memorandum (2.20); review and shepardize caselaw cited in same to ensure accuracy (.80); conference with J. Weber re: same and follow-up research (1.10); review Scopac case and multiple briefs filed by parties in connection with possible inclusion in draft memorandum (1.60); correspond with J. Weber throughout the day regarding same (1.00); review and analyze JSNs' Opposition to Debtors' motion to dismiss certain counterclaims with focus on analyzing arguments made with respect to diminution claims (.80); correspond with B. Kotliar and J. Weber re: completing memorandum in order to circulate same with opposition (.20)

07/30/13 ET	Review and revise the Debtors' brief in opposition to the Ad Hoc Group's Motion to Dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10); email with comments to M. McPherson (.20); confer with M. Moscato, T. Foudy and J. Berman (partial) re: the Debtors' brief in opposition to the Ad Hoc Group's Motion to Dismiss and the Debtors' answer to the Ad Hoc Group's first amended counterclaims (1.50); confer with M. Moscato, T. Foudy, and J. Berman re: research issues re: Loomis and UBS (1.50); correspond with E. Combs and M. Jones re: same (.20); review relevant portions of Examiner's Report, focusing on analysis of Debtors' contract claims and avoidance actions against third parties, including AFI, on which the JSNs assert a lien (.80)	5.30
07/30/13 JCB	Review reply brief and participate in hearing re: Motion for Limited Disqualification filed by Ad Hoc Group of JSNs (2.30); work with B. Kotliar re: amended answer to first amended counterclaims filed by the JSNs in connection with the adversary proceeding where Loomis, UBS, and Wells Fargo are conflict parties (.30); meet with M. Moscato, T. Foudy, and M. Jones re: [REDACTED] (.50); review with M. Moscato, T. Foudy, and E. Tobin Answer to Amended Counterclaims, and legal research issues (1.50); revise [REDACTED] and answer (1.00); review legal research memoranda provided by D. Bloom and J. Weber re: valuation of collateral for purposes of adequate protection and post-petition interest (2.20); review order denying Motion for Limited Disqualification (.20)	8.00



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07/31/13 SJR	Continue analysis of JSN opposition to Debtors and Creditors Committee's Motion to Dismiss certain counterclaims and review of case law and legal analysis of issues in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.80); review of draft [REDACTED] [REDACTED] [REDACTED] in connection with same (1.60)	4.40
07/31/13 TF1	Review draft WIP list for trial preparation and emails regarding same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); email with S. Engelhardt and Committee Counsel on draft answer to amended counterclaims (.20); review language from Court transcript pertinent to [REDACTED] [REDACTED] (.20); review/edit multiple drafts of [REDACTED] [REDACTED] and notice (1.70); emails with Morrison & Foerster and Committee Counsel on same (.30); meet with E. Tobin, M. Moscato, and J. Berman re: [REDACTED] [REDACTED] and coordination of legal and factual research (1.40); emails on addition of U.S. Bank to confidentiality agreement (.10); review new drafts of orders of proofs (.60); attend weekly JSNs strategy session with M. Moscato and E. Tobin and JSNs' litigation team to discuss trial preparation and discovery (2.30)	7.00
07/31/13 MJM	Meeting with T. Foudy, E. Tobin, and J. Berman re: [REDACTED] and coordination of legal and factual research assignments with Morrison & Foerster and Kramer Levin activities in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.40); review agendas in preparation for weekly strategy meeting re: JSN's litigation (.50); participate in weekly JSN's strategy session with T. Foudy, E. Tobin, and attorneys representing the Debtors and Creditors Committee (2.30)	4.20
07/31/13 MG8	Review cross-oppositions to Motions to Dismiss filed by JSNs and Debtors/Creditors' Committee in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); correspondence with J. Weber regarding additional research in connection with valuation issue raised in JSN adversary proceeding (.30)	1.10
07/31/13 EC	Draft memorandum providing in depth analysis of collateral release provisions in the JSN Indenture, JSN Pledge Agreement, and Intercreditor Agreement in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are	13.80

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conflict parties (2.60); research ratification of an agent's acts as it connects to the release of collateral by the agent (.60); review the JSNs' opposition to the Debtors' Motion to Dismiss counterclaims and drafting notes on possible points to be raised in response (.30); research relating to standard for [REDACTED] (3.80); research [REDACTED] (4.60); meet with M. Jones to discuss interpretation of collateral release provisions and requirements of the JSN indenture serving as possible impediment to release (.30); review JSN security documents to ascertain nature of the JSN's security interest in subsidiary guarantors who are not debtors (.60); review case law supporting the priority of the a perfected judicial lien over the purported equitable lien JSNs claim in their counterclaims (.70); meet with B. Kotliar, E. Tobin, and M. Jones re: ratification doctrine research and arguments (.30)

07/31/13 MPJ In connection with Curtis' role as conflicts counsel, as Wells Fargo and Noteholders UBS and Loomis are potential conflicts, draft memorandum to E. Combs summarizing analysis of the provisions of the Junior Secured Notes Indenture (and related documents) that govern the release of associated collateral (2.90); meet with E. Combs to discuss the provisions of the Junior Secured Notes Indenture that govern the release of associated collateral (.30); correspond with B. Kotliar, E. Tobin, and E. Combs to discuss applicability of ratification doctrine to whether Wells Fargo's release of liens was effective as a matter of law (.30); update drafts of [REDACTED] (1.70); correspond with J. Berman regarding T. Foudy's comments to the draft of [REDACTED] described above (.80); proof read draft of [REDACTED] described above (1.20); research the requirements associated with [REDACTED] (2.30); confer with E. Tobin and J. Berman re: process for [REDACTED] (.40)

07/31/13 BMK Correspondence with T. Foudy re: makeup of Ad Hoc Group of JSNs, early case filings, and termination of plan support agreement in connection with adversary proceeding against the JSNs where Loomis, UBS, and Wells Fargo are potential conflict parties (.60); correspondence with M. Jones re: same (.20); circulate oppositions to Motions to Dismiss filed in connection with same to S. Reisman, T. Foudy, M. Moscato, E. Tobin, and J. Berman (.10); correspond with E. Tobin



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re: open issues in memo in connection with same re: Count IV and related counterclaims re: declarations that the JSNs' liens do not extend to avoidance actions and contract claims (.40); review JSNs' opposition to Motion to Dismiss in connection with same re: contentions that their liens extent to avoidance actions (.60); review Cybergenics case cited by JSNs in same and related second circuit precedent (1.10); discuss revisions to memo re: same with D. Bloom (.20); review and revise same in accordance with edits/comments of D. Bloom (.50)

07/31/13 JTW	Review and revise memorandum re: Adequate Protection and Postpetition Interest Issues Pertaining to Claims of JSNs for cite checking purposes, and insertion of internal citations between sections (2.30); revise same re: additional sub-headings to provide more guidance and clarity to memorandum's conclusions (.80); review and comment on D. Bloom's draft conclusions (1.40); correspondence with D. Bloom and B. Kotliar re: same (.50); meeting with J. Berman, E. Tobin, and D. Bloom re: additional research related to adequate protection issues (.80); correspond with T. Foudy and M. Moscato re: research requested (.30); conduct initial research re: (1) determination of the [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.50)	7.60
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07/31/13 DAB	Further review and analysis of JSNs' opposition to Debtors' and Committee's Motion to Dismiss certain counterclaims for purpose of updating discussion of adequate protection issues in comprehensive memo re: same, including detailed review of cases cited by JSNs therein, and shepardizing of same (2.80); update draft memorandum to include section discussing and distinguishing the cases cited by the JSNs for their argument that the Debtors' use of the JSNs' cash collateral constitutes a diminution for adequate protection purposes, per E. Tobin request (2.30); discuss revisions to same with B. Kotliar (.20); meet with J. Berman, E. Tobin, and J. Weber re: analysis of the Ad Hoc Group's claims regarding entitlement to adequate protection and legal research issues re: same (.80)	6.10
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07/31/13 ET	Meet with M. Moscato, T. Foudy, and J. Berman re: legal research issues, document discovery, depositions and trial preparation in connection with the JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and Ad Hoc Group members Loomis and UBS (1.40); review and revise outline of legal research issues for Curtis team in connection with the JSN adversary proceeding (.40); meet with J.	8.60
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Berman, D. Bloom, and J. Weber re: analysis of the Ad Hoc Group's claims regarding entitlement to adequate protection and legal research issues re: the same (.80); confer with E. Combs and M. Jones re: legal research related to collateral releases and equitable liens (.30); confer with J. Berman and M. Jones re: [REDACTED] (.40); prepare for and meet with counsel for the Debtors and the Creditors' Committee re: trial preparation (3.00); participate in weekly JSNs strategy session with attorneys JSNs' litigation team as well as M. Moscato and T. Foudy to discuss trial preparation and discovery (2.30)

07/31/13 JCB	Meet with M. Moscato, T. Foudy, and E. Tobin to discuss legal research, document discovery, depositions, and trial preparation in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.40); review/revise draft [REDACTED] (.60); review memorandum re: adequate protection (1.50); discuss adequate protection and other research issues with E. Tobin, D. Bloom and J. Weber (.80); update work in progress chart (.40); review information relating to potential Rule 2004 motion (.50); discuss process for [REDACTED] with M. Jones and E. Tobin (.40); review relevant rules re: [REDACTED] (.10)	5.70
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TOTAL HOURS	1,465.40
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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	50.60	830	41,998.00
Turner P. Smith	Partner	5.80	830	4,814.00
Michael J. Moscato	Partner	67.20	785	52,752.00
Theresa A. Foudy	Partner	119.40	730	87,162.00
Michael Ari Cohen	Partner	9.90	730	7,227.00
Maryann Gallagher	Counsel	16.70	625	10,437.50
Ellen Tobin	Associate	158.90	600	95,340.00
Jeffrey C. Berman	Associate	136.60	600	81,960.00
Daniel A. Bloom	Associate	192.30	480	92,304.00
Joseph F. Clyne	Associate	0.20	425	85.00
Peter Josef Buenger	Associate	0.60	425	255.00
James Zimmer	Associate	17.10	345	5,899.50
Edward Combs	Associate	182.90	305	55,784.50
Michael P. Jones	Associate	124.00	305	37,820.00
Bryan M. Kotliar	Associate	121.50	305	37,057.50
John Thomas Weber	Associate	206.40	305	62,952.00
Neal Goodman	Litigation Support	5.80	260	1,508.00
Georgia Faust	Legal Assistant	15.80	235	3,713.00
Sheyla Soriano	Legal Assistant	20.60	235	4,841.00
Kristine Kim	Legal Assistant	0.50	210	105.00
Samuel Ballard	Legal Assistant	8.00	200	1,600.00
Michael Malavarca	Litigation Support	1.20	200	240.00
Kevin M. Zanin	Litigation Support	3.40	180	612.00
		<b>1,465.4</b>		<b>\$686,467.00</b>

**TOTAL SERVICES**

**\$686,467.00**

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**Summary of Expenses**

Courier Service	40.99
Deposition Reporting/Transcripts	56.40
External Photocopy Services	1,576.80
Electronic Data Services Storage	3.12
Intercall Audio Conferencing	100.31
CourtCall	216.00
Pacer - ECF	36.70

<b>TOTAL EXPENSES</b>	<b>\$2,030.32</b>
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<b>TOTAL THIS INVOICE</b>	<b>\$688,497.32</b>
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**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

October 09, 2013

Inv. # 1591228  
 Our Ref. 062108-000500  
 SJR

Attention: Residential Capital, LLC

**Re: Plan and Disclosure Statements**


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07/01/13 SJR	Attend to review and comment on disclosure statement with respect to matters handled by Curtis as conflicts counsel for Debtors' (7.20); confer with M. Cohen and M. Gallagher re: CMH holdings and plan-related issues with Cerberus in connection with such dispute handled by Curtis as Conflicts counsel (.10)	7.30
07/01/13 MG8	Continue to review and comment on latest draft of disclosure statement, including numerous discussions with D. Bloom regarding the same (4.30); teleconference w/ J. Marines of Morrison & Foerster regarding CMH Holdings dispute and related issues in connection with Plan (.20); confer with S. Reisman and M. Cohen regarding CMH Holdings and plan-related issues with Cerberus in connection with such dispute handled by Curtis as conflicts counsel (.10); draft correspondence to N. Rosenbaum and T. Goren regarding CMH Holdings matter and related issues in connection with the Plan (.30) review further revised draft of proposed Plan circulated by J. Marines (1.20); continue review and comment on disclosure statement (3.20); related follow-up with D. Bloom and B. Kotliar regarding combining comments to send to Morrison & Foerster (.30)	9.60
07/01/13 MAC	Extensive review and revisions to Disclosure Statement in connection with Curtis' role as conflicts counsel to the Debtors (9.00); discussions with D. Bloom re: same (.20); confer with S. Reisman and M. Gallagher re: CMH holdings and plan-related issues with Cerberus in connection with such dispute handled by Curtis as conflicts counsel (.10)	9.30
07/01/13 BMK	Review and revise draft disclosure statement per edits and comments of M. Gallagher in order to provide collective comments to Morrison & Foerster in connection with matters handled by Curtis as conflicts counsel (1.00); discuss same with D. Bloom (.20); draft portion of disclosure statement describing status and recent updates to consolidated action against the JSN's with respect to the Debtors' complaint and the recently filed JSN counterclaims (.30); email correspondences	1.60

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re: same with M. Gallagher (.10)

07/01/13 DAB	Extensive review and comments to Morrison & Foerster draft disclosure statement and plan (2.70); communicate extensively with B. Kotliar, M. Gallagher, T. Foudy and M. Cohen regarding draft disclosure statement and plan throughout the day (.90); coordinate production of materials related to draft plan and disclosure statement (.30); confer with M. Cohen re: Curtis edits/comments to same (.20)	4.10
07/02/13 SJR	Attend to review and comment on Plan and Disclosure Statement in connection with Residential Capital restructuring in which Curtis is acting as Conflicts Counsel (1.60); attention to matters regarding same (.20)	1.80
07/02/13 MG8	Review and provide comments to Morrison & Foerster on further updated draft of proposed joint Plan with particular emphasis on aspects relevant to matters handled by Curtis, such as treatment of private securities claims, JSNs, and CMH Holdings (4.00); related follow-up correspondence with D. Bloom and M. Cohen (.50)	4.50
07/02/13 MAC	Review revised plan in connection with issues impacting conflicts parties being handled by Curtis as conflicts counsel for the Debtors (1.60); review revised disclosure statement in connection with issues impacting conflicts parties being handled by Curtis as Conflicts Counsel for the Debtors (3.00); follow-up correspondence with D. Bloom and M. Gallagher re: same (.50)	5.10
07/02/13 BMK	Email correspondence with T. Foudy re: plan/disclosure statement treatment of private securities claims, subordinated claims, and non-private securities claims in connection with Curtis providing comments to draft plan and Disclosure Statement in connection with such matters handled by Curtis as Conflicts Counsel (.30); review plan and disclosure statement in connection with same and compare to treatment under PSA (.50); correspondence with D. Bloom re: same and review of bankruptcy rules and bankruptcy code sections re: subordination description (.30)	1.10
07/02/13 DAB	Email Curtis' Plan and Disclosure Statement comments to S. Martin at Morrison & Foerster (.10); extensive review and comment to second further revised draft of Debtors' Plan and Disclosure Statement incorporating comments from Plan Proponents including the Committee (2.50); analysis of subordination-related Plan terms and status of same in further revised draft of Plan (.60); correspond with B. Kotliar regarding same (.30); follow-up with M. Cohen and M. Gallagher re: comments and revisions to draft ResCap Plan (.50); incorporate extensive further comments to draft Plan	5.20

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and Disclosure Statement from same for transmittal to  
Morrison & Foerster (1.20)

07/03/13	SJR	Attend to review of mark-up of Joint Chapter 11 Proposed Plan by Residential Capital and the Official Committee of Unsecured Creditors and note comments regarding same in connection with matters handled by Curtis as Conflicts Counsel (4.40); review Inter-Company Claims analysis in connection with ResCap restructuring (.80); review documentation regarding Chapter 11 Plan and comment regarding same including review of internal mark-up of documentation (2.10); attend to matters related to revising Disclosure Statement regarding concerns related to JSNs and proper drafting of description of background of global settlement (2.30); discussions with Counsel for ResCap regarding same (.40); review and revise draft of Disclosure Statement (1.10)	11.10
07/03/13	TF1	Attend plan and disclosure statement drafting session at Morrison & Foerster with particular attention to review/edit of intercompany claims chart and intercompany sections of documents in connection with conflict matters handled by Curtis due to conflict parties UBS and Loomis (4.50)	4.50
07/03/13	MG8	Attend to correspondence from E. Richards regarding implementation of Curtis' July 2 comments to drafts of Plan and Disclosure Statement in connection with matters handled by Curtis as Conflicts Counsel (.20); review further updated draft of Joint Plan circulated by Morrison & Foerster for final comments (1.20); review further updated and substantially revised disclosure statement received this morning for final substantive comments, along with related Liquidation Analysis, Recovery Analysis and analysis of Inter-Company Claims (3.10); confer with M Cohen and D. Bloom re: same (.30)	4.80
07/03/13	MAC	Review and revise revised Plan and disclosure statement in connection with Curtis' role as conflicts counsel to the Debtors, paying particular attention to conflicts party issues (4.50); confer with M. Gallagher and D. Bloom re: same (.30)	4.80
07/03/13	DAB	Further review of revised draft disclosure statement and Plan in connection with matters handled by Curtis as Conflicts Counsel (.90); confer with M. Gallagher and M. Cohen re: same (.30)	1.20
07/04/13	SJR	Review of Final Motion to Approve Disclosure Statement and Final Filed Plan and Disclosure Statement in Residential Capital case in connection with Curtis as Conflicts Counsel (3.20)	3.20
07/22/13	TF1	Review and respond to email from J. Marines regarding preparation for anticipated disclosure statement	0.50

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objections by conflict parties (.10); organize dedicated team for dealing with same (.10); review and respond to email regarding research needed for responding to disclosure statement objection by JSNs (.20); draft email to E. Combs regarding same (.10)

07/22/13 MG8 Attend to correspondence with T. Foudy and J. Marines regarding plan-related research and anticipated objections to the Debtors Disclosure Statement (.30) 0.30

07/23/13 TF1 Follow-up on staffing and organization of team for responding to disclosure statement objections (.30); review information on [REDACTED] requested by Morrison & Foerster in connection with anticipated objection by [REDACTED] (.20); meet with E. Combs on same (.20) 0.70

07/23/13 MG8 Attend to several correspondences with T. Foudy, J. Marines and M. Cohen regarding preparation of replies to objections to disclosure statement and advance legwork and research before anticipated objections are filed (.50); review preliminary research results on issues related to [REDACTED] (.50) 1.00

07/23/13 MAC Review Plan and disclosure statement in connection with preparing to respond to objections to same (1.50) 1.50

07/23/13 EC Review questions prepared by Morrison & Foerster and draft memorandum presenting possible [REDACTED] in connection with potential disclosure statement objection by [REDACTED] (.30); meet with T. Foudy to discuss [REDACTED] and research assignment reviewing possibility of [REDACTED] re: same [REDACTED] (.20); conduct research relating to entitlement of [REDACTED] on any plan proposed, with respect to those debtors for whom the [REDACTED] (4.20); draft email with analysis of issues that could potentially lead to the [REDACTED] party [REDACTED] the chapter 11 plan with respect to [REDACTED] (1.80) 6.50

07/23/13 DAB Review correspondence from T. Foudy and Morrison & Foerster re: Disclosure Statement objection work plan and correspond internally with M. Gallagher, P. Buenger and B Kotliar re: same (.40) 0.40

07/24/13 EC Research standards for determining whether a party's claim is [REDACTED] with a particular focus on secured parties in connection with Plan's proposal treatment of [REDACTED] (3.80); draft email to T. Foudy with [REDACTED] analysis (.80) 4.60



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07/24/13	PJB2	Review correspondence from J. Marines of Morrison & Foerster re: next steps and working plan with respect to various objections expected to be filed by various conflict parties to the proposed disclosure statement (.20); review of proposed disclosure statement and related exhibits in preparation for responding to various objections to same (1.60)	1.80
07/25/13	MAC	Review Disclosure Statement and PSA in connection with responding to potential objections to same (1.60)	1.60
07/26/13	PJB2	Continue review of proposed disclosure statement and related exhibits in preparation for responding to various objections to same pursuant to prior objections to proposed plan filed by various conflict parties against the plan support agreement (2.40)	2.40
07/29/13	MJM	Review legal memo and email re: analysis of [REDACTED] of claims under [REDACTED] of the Bankruptcy Code (.80) correspondence with B. Kotliar re: [REDACTED] of claims under [REDACTED] of the Bankruptcy Code (.20)	1.00
07/29/13	SS2	Per B. Kotliar's request, assemble materials re: "Debtor's and the Committee's Joint Plan and Disclosure Statement" (3.00)	3.00
07/30/13	TF1	Review Morrison & Foerster memo on [REDACTED] and draft emails seeking clarification on research issue in connection with same for disclosure statement (.50); discuss related research issue with J. Marines (.50)	1.00
TOTAL HOURS			105.50

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Our Ref # 062108-000500

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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	23.40	830	19,422.00
Michael J. Moscato	Partner	1.00	785	785.00
Theresa A. Foudy	Partner	6.70	730	4,891.00
Michael Ari Cohen	Partner	22.30	730	16,279.00
Maryann Gallagher	Counsel	20.20	625	12,625.00
Daniel A. Bloom	Associate	10.90	480	5,232.00
Peter Josef Buenger	Associate	4.20	425	1,785.00
Edward Combs	Associate	11.10	305	3,385.50
Bryan M. Kotliar	Associate	2.70	305	823.50
Sheyla Soriano	Legal Assistant	3.00	235	705.00
		<b>105.50</b>		<b>\$65,933.00</b>
<b>TOTAL SERVICES</b>				<b>\$65,933.00</b>
<b>TOTAL THIS INVOICE</b>				<b>\$65,933.00</b>

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

October 09, 2013

Inv. # 1591229  
 Our Ref. 062108-000700  
 SJR

Attention: Residential Capital, LLC

**Re: Curtis Retention/Billing/Fee Applications**


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07/08/13 PJB2	Correspondence with J. Zimmer and M. Gallagher re: upcoming deadline to file Curtis' interim fee application in accordance with U.S. Trustee Guidelines and Professional Compensation Order as conflict's counsel to the Debtors and drafting of same (.20)	0.20
07/08/13 JZ	Correspond with P. Buenger and M. Gallagher regarding issues related to preparation of April monthly fee statement and Third Interim Fee Application to ensure compliance with the guidelines and compensation order (.40)	0.40
07/10/13 PJB2	Meet with J. Zimmer to discuss drafting and finalizing April and May 2013 monthly fee statements and interim fee application for Curtis as Conflicts Counsel to the Debtors (.30); follow-up throughout the day with G. Faust re: same (.40)	0.70
07/10/13 JZ	Attend to issues regarding preparation of Residential Capital April monthly fee statement, including revisions to charts and narrative descriptive summaries of same in accordance with U.S. Trustee Guidelines and Professional Compensation Order (.40); confer with P. Buenger regarding same (.30)	0.70
07/16/13 MG8	Review recent communications from Morrison & Foerster and file notice regarding deadline for filing interim fee applications (.10); meet with J. Zimmer to discuss drafting of Curtis Third Interim Fee Application to ensure compliance with UST guidelines, local practice and lessons from recent UST objections (.20)	0.30
07/16/13 JZ	Confer with M. Gallagher regarding revisions to April monthly fee statement and third interim fee application, including comments to charts and bodies of same, all in accordance with UST guidelines (.20); correspond with G. Faust regarding same (.20); review and revise draft of third interim fee application, in accordance with UST guidelines (1.40); review and revise draft of April monthly fee statement in accordance with UST guidelines (.20)	2.00

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Our Ref # 062108-000700

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07/24/13	GF	Calculate totals and draft charts and memo for April Monthly Fee Statement to ensure compliance with the guidelines and compensation order (3.70); prepare same for S. Reisman and correspond re: details of same and questions re: redaction with S. Reisman, M. Gallagher, and D. Bloom (1.00)	4.70
07/24/13	JZ	Review and revise draft of third interim fee application, including revisions to charts and summary narratives contained in same, all in accordance with UST guidelines (2.50)	2.50
07/25/13	MG8	Attend to correspondence with E. Richards of Morrison & Foerster regarding discontinuing service of monthly fee statements to Skadden and issues relating to treatment of time entries containing confidential or privileged information, and related follow-up with D. Bloom and G. Faust (.40)	0.40
07/26/13	MG8	Review and comment several versions of redacted April billing statements for Residential Capital throughout the day to ensure compliance with the guidelines and compensation order (2.40); correspondence with D. Bloom regarding the same and with G. Faust regarding finalizing and serving April fee statement for Residential Capital (.30)	2.70
07/29/13	MG8	Attend to review and revision to redaction of lengthy April billing statements for matters 400 and 410 (1.90); numerous follow-ups with D. Bloom regarding the same (.30); review work in progress worksheet for July required by Residential Capital and provide comments to G. Faust regarding same (.40); correspondence with J. Zimmer regarding preparation of third interim fee application of Curtis to ensure compliance with the guidelines and compensation order and relevant deadlines for same (.30)	2.90
07/30/13	JZ	Review and revise draft of Third Interim Fee Application in accordance with UST guidelines, including revisions to summary narratives contained in same (.70)	0.70
07/31/13	MG8	In preparation of Curtis' third interim fee application, redact certain sensitive time entries from fee statements from January - March 2013 (3.50)	3.50
07/31/13	GF	Begin review of draft Third Interim Fee Application to ensure compliance with the guidelines and compensation order (1.80); correspondence with B. Kotliar re: same (.20)	2.00
07/31/13	JZ	Review and revise third interim fee application in accordance with UST guidelines (1.50)	1.50

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TOTAL HOURS 25.20

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	9.80	625	6,125.00
Peter Josef Buenger	Associate	0.90	425	382.50
James Zimmer	Associate	7.80	345	2,691.00
Georgia Faust	Legal Assistant	6.70	235	1,574.50
		<b>25.20</b>		<b>\$10,773.00</b>

**TOTAL SERVICES \$10,773.00**

**TOTAL THIS INVOICE** \$10,773.00

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

November 14, 2013

Inv. # 1592006  
 Our Ref. 062108-000100  
 SJR

Attention: Residential Capital, LLC

**Re: Case Administration**


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08/02/13	MG8	Attend to brief review of docket activity during the day, including numerous filings made in connection with Debtors' settlement with FGIC (.40)	0.40
08/05/13	MG8	Attend to docket review, including numerous responses with respect to claims objections and the Motion to Approve the Disclosure Statement, in connection with Curtis' role as conflicts counsel to the Debtors (.40)	0.40
08/06/13	MG8	Attend to brief review of docket activity, including numerous responses to Omnibus Claims Objections to which Curtis was signatory as conflicts counsel, retention application and Interim Fee Applications in connection with Curtis' role as conflicts counsel to the Debtors (.50)	0.50
08/07/13	MG8	Attend throughout the day to brief review of heavy docket activity, including various motions to strike (including one from the JSNs where noteholders David Kempner, Silverpoint, UBS, and Loomis are conflict parties) and motions in limine filed in connection with the FGIC Settlement, various interim fee applications, the order authorizing the debtors to file under seal Exhibit D to the settlement agreement with the Kessler Plaintiffs where PNC is a conflict party, claim withdrawals and an order approving a settlement between the Debtors and Regent Bank, and Debtors' request to further extend exclusive periods (.70)	0.70
08/07/13	GF	Revise calendar update with respect to agenda items for omnibus hearing (.20)	0.20
08/07/13	DAB	Review and circulate Debtors' Motion to Extend Exclusivity (.30)	0.30
08/12/13	MG8	Attend to review of recent docket activity in connection with Curtis' role as Debtors' conflicts counsel (.70)	0.70
08/13/13	GF	Draft follow-up correspondence and circulate re: court deadlines (.30)	0.30
08/19/13	MG8	Attend to recent docket review, including several	0.50

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Omnibus Claims Objections, Motion to Assume and assign IMPAC agreements, notice of agenda for August 21 hearing, and related follow-up in connection with Curtis' role as Debtors' conflicts counsel (.50)

08/19/13 FRG	Correspond with M. Gallagher re: materials needed for August 21 hearing and begin coordinating assembly of same (.30)	0.30
08/20/13 MG8	Attend to review of recent docket activity, including various oppositions to claims objections, Papas brief on Disclosure Statement, claims objections, and notices regarding stay relief (.60)	0.60
08/21/13 GF	Revise internal calendar entries to reflect adjourned court hearing dates and updated deadlines involving proofs of claim objections and other matters handled by Curtis as conflict counsel (.50)	0.50
08/22/13 MG8	Review revised Notice of Rejection of executory contracts, due to the possibility that agreements with conflict parties were listed (.20); attend to review of other recent docket activity in connection with Curits' role as debtors' conflicts counsel (.30)	0.50
08/22/13 FRG	Arrange for telephonic appearance for August 22 hearings, per D. Bloom request (.30)	0.30
08/23/13 MG8	Attend to review of recent docket activity, including several notices of presentment relating to claims objections and to discovery disputes in connection with plan confirmation, correspondence relating to exhibit for FGIC settlement, and various notices of adjournment and agenda in connection with Curtis' role as conflicts counsel (.50)	0.50
08/26/13 DAB	Email to M. Gallagher and J. Wishnew of Morrison & Foerster re: GMACM Notice of Trustee Sale received by S. Reisman (.20)	0.20
08/29/13 MG8	Attend to recent docket activity filed in Chapter 11 case in connection with Curtis' role as Debtors' conflicts counsel, including order with respect to Motions to Dismiss JSN adversary proceeding where noteholders David Kempner, Silverpoint, UBS, and Loomis are conflict parties, notice of agenda for hearing on Debtors' disputed motion with respect to discovery proceedings for confirmation, stipulations regarding stay relief, claims objections, objections to claims objections, limited objection of Impac to Motion to Assume, notices of presentment with respect to claims objections, and order denying additional discovery in FGIC dispute (.80)	0.80
08/30/13 MG8	Attend to review of daily docket activity in connection with Curtis' role as Debtors' conflicts counsel, including numerous Omnibus Claims Objections, Notices of	0.50

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Presentment of Order with respect to various Omnibus  
Claims Objections, notices of adjournment and  
correspondence regarding FGIC Settlement (.50)

TOTAL HOURS 8.20

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	6.10	625	3,812.50
Daniel A. Bloom	Associate	0.50	480	240.00
Georgia Faust	Legal Assistant	1.00	235	235.00
Franklin R. Guenther	Legal Assistant	0.60	235	141.00
		<b>8.20</b>		<b>\$4,428.50</b>

**TOTAL SERVICES \$4,428.50**

**Summary of Expenses**

Courier Expense	19.50
External Photocopy Services	309.00
Intercall Audio Conferencing	40.76
Pacer - ECF	254.30

**TOTAL EXPENSES \$623.56**

**TOTAL THIS INVOICE**

**\$5,052.06**



**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

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 SJR

Attention: Residential Capital, LLC

**Re: Claims Administration and Objections**

08/01/13 JJW	Conference with M. Gallagher and M. Cohen of Curtis, and C. Laubach and J. Wishnew of Morrison & Foerster re claim of PNC Mortgage, a conflict party, and objection thereto (.60); review and analyze support for PNC Mortgage claim (1.00)	1.60
08/01/13 MG8	Review repurchase history chart sent by counsel to PNC Mortgage in preparation for call with C. Laubach regarding PNC Mortgage claim alleging representation and warranty claims (.30); participate in call with C. Laubach, M. Rothchild of Morrison & Foerster, and M. Cohen and J. Walsh regarding claim of PNC Mortgage a conflict party and approach for resolving and/or objecting (.60); teleconference with A. Root, counsel to PNC Mortgage, regarding additional information required from PNC Mortgage with respect to its claim, and requesting withdrawal of original claim, as it was amended and superseded (.20); confer with P. Buenger regarding PNC Mortgage and potential objection (.20)	1.30
08/01/13 MAC	Teleconference with J. Walsh and M. Gallagher, and C. Laubach and J. Wishnew of Morrison & Foerster re: claim of PNC, a conflict party (.60); conduct research re: PNC Mortgage servicing backup data and methods for calculating claims (1.20)	1.80
08/01/13 PJB2	Incorporate relevant factual information from Debtors' motion to approve Kessler Claim Settlement Agreement into draft of Debtors' objection to conflict party PNC Bank's proof of claim and provide updated draft to M. Gallagher and M. Cohen for review (.60); confer with M. Gallagher re: same (.20)	0.80
08/02/13 JJW	Conference with M. Gallagher re: conflict party Citibank's claim and objection thereto (.40); review and analyze support for claim of PNC Bank, a conflict party (.50); conference with M. Gallagher re: same (.30)	1.20
08/02/13 MG8	Attend to correspondence with P. Buenger regarding revisions to Objection to Proof of Claim of PNC Bank, a conflict party (30); review latest draft of Objection to PNC Bank proof of claim to update for information from	0.60

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Class Action as well as motion to approve settlement with  
Kessler Plaintiffs (.30)

08/02/13 PJB2	Correspondence with M. Cohen re: comments to Debtors' objection to proof of claim filed by conflict party PNC Bank (.30); revise same (.40); correspondence with M. Gallagher re: same (.10); provide same and revised Declaration of K. Lee Marshall in support thereof to M. Gallagher, M. Cohen, J. Walsh, Bryan Cave, and Morrison & Foerster for review and further comments (.20)	1.00
08/05/13 SJR	Review draft of Objection to conflict party PNC bank claim and follow-up regarding matters related to same (.60)	0.60
08/05/13 MG8	Update Marshall Declaration to adjust for certain developments in underlying class action case pending in Pennsylvania federal court (.30); review and revise draft of objection claim to of PNC Mortgage, a conflict party (.60); correspond with E. Dill and M. Biggers of Bryan Cave regarding revised drafts of objection to PNC Bank claim and transmit the same (.40); correspond with E. Frejke of Kramer Levin regarding draft objection to claim of PNC Bank for indemnification (.20); teleconference with R. Ringer of Kramer Levin regarding same (.20)	1.70
08/05/13 PJB2	Review comments provided by M. Biggers of Bryan Cave to Debtors' objection to proof of claim filed by conflict party PNC Bank (.20); follow-up correspondence with M. Gallagher re: same (.10); revise same and provide to M. Gallagher for circulation to counsel to creditors' committee for final review and comments (.30)	0.60
08/06/13 MG8	Telephone conference with D. Mannal of Kramer Levin regarding Committee comments to draft objection to PNC Bank proof of claim and follow-up correspondence with D. Mannal re: same (.30); correspond with E. Dill of Bryan Cave regarding additional comments to draft objection to proof of claim of PNC Bank, a conflict party, and related follow-up correspondence to same re: same (.20)	0.50
08/06/13 MAC	Review revised objection to claim of PNC Bank, a conflict party, in light of comments received from Kramer Levin and Bryan Cave (.40)	0.40
08/07/13 SJR	Attend to review of revised Objection to conflict party PNC Bank Proof of Claim (.60)	0.60
08/07/13 JJW	Review and comment on draft objection to claim of PNC Bank, a conflict party (.50); correspondence with M. Gallagher re: PNC Bank objection and related matters (.40)	0.90

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08/07/13	MG8	Revise draft objection to Proof of Claim of PNC Bank, a conflict party, to reflect latest comments from Bryan Cave (.60); review complaint filed in Kessler Class action to determine date range alleged (.50); review proofs of claim filed by JPMorgan, a conflict party, to determine if any claims are related to Kessler litigation (1.20); attend to correspondence with D. Mannal of Kramer Levin regarding timing of Committee comments to Objection to PNC Bank proof of claim (.20); confer with P. Buenger regarding logistics of filing and service of objection to PNC Bank proof of claim (.20)	2.70
08/07/13	PJB2	Prepare and finalize exhibits to declaration in support of Debtors' objection to proof of claim filed by conflict party PNC Bank (.20); follow-up conference with M. Gallagher re: same (.20)	0.40
08/08/13	MG8	Telephone conference with J. Sharrett and D. Mannal of Kramer Levin regarding comments to draft objection to Proof of Claim of PNC Bank, a conflict party (.20); follow-up call with J. Sharrett of Kramer Levin to review in detail comments to draft objection to PNC Bank proof of claim (.40); revise draft objection to PNC Bank proof of claim to reflect Kramer Levin comments (.40); attend to correspondence with M. Biggers and other Bryan Cave attorneys regarding Kramer Levin comments to draft objection to PNC Bank proof of claims, and follow-up communications with M. Biggers regarding same (.40); confer with P. Buenger regarding finalization, filing, and service of objection to PNC Bank proof of claim (.30); attend to correspondence with N. Rosenbaum of Morrison & Foerster regarding final review of draft objection to PNC Bank proof of claim (.20); confer with M. Cohen regarding status of objection to PNC Bank proof of claim (.20); attend to correspondence from A. Root, counsel to PNC, regarding updated information from PNC Mortgage regarding unpaid balance on pool and PNC Mortgage's method of calculating estimated losses due to representation and warranty claims (.30); attend to correspondence with M. Rothchild of Morrison & Foerster regarding status of PNC Mortgage proof of claim, and related follow-up correspondence with M. Cohen and J. Walsh re: same (.20)	2.60
08/08/13	MAC	Review revised objection to claim of PNC Bank, a conflict party, in preparation for filing (.70); conference with M. Gallagher re: same (.20)	0.90
08/08/13	PJB2	Further revisions and finalization of Debtors' objection to proof of claim by conflict party PNC Bank (.30); discuss with M. Gallagher, filing of same and service (.30); correspondence with C. Cu of Debtors' claims agent re: same (.10)	0.70
08/09/13	TF1	Attend to correspondence with T. Goren and M.	0.20

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Gallagher on status of draft objection to conflict party  
Citibank's claim to default interest (.20)

08/09/13 JJW	Conference with M. Gallagher re: conflict party Citibank claim for default interest (.50); review and comment on draft objection (.40); review MSR agreement and related Citibank documents regarding alleged right of offset (1.00) conference with E. Tobin re: same (.40); review correspondence related to Citibank claim (.40)	2.70
08/09/13 MG8	Review comments of N. Rosenbaum of Morrison & Foerster to objection to conflict party PNC Bank's proof of claim, and discuss same with M. Biggers of Bryan Cave, as well as related issues (.50); attend to final revisions, including review of cites to certain statutes, to objection to PNC Bank proof of claim (.50); related follow-up correspondence with P. Buenger and B. Kotliar regarding final changes, filing and service of same (.30); attend to correspondence with C. Cu of KCC regarding service of objection to PNC Bank proof of claim (.10); review materials sent by A. Root from PNC Mortgage and follow-up telephone conference with A. Root regarding updated loan pool information sent by PNC Mortgage and calculation of projected future losses and related issues (.50); attend to correspondence from T. Goren of Morrison & Foerster regarding conflict party Citibank withholding amounts on deposit in certain accounts at Citibank due to default rate interest issue (.20); review Citibank Account agreements sent by P. Grande of Residential Capital in connection with same (.20); follow-up correspondence with J. Walsh regarding same (.10); review Citibank MRS Facility Agreement to determine Citibank rights, if any, to set-off amounts in accounts unrelated to MSR facility to secure alleged right to receive interest at the default rate (.80); numerous follow-up correspondence with E. Tobin and J. Walsh regarding remedies under Citibank MSR facility agreement (.40)	3.60
08/09/13 GF	Prepare and file on case docket Debtors' Objection to Proof of Claim of PNC Bank, N.A., a conflict party, (Claim No. 4760) as per B. Kotliar direction (.50); draft chambers letter re: same (.60)	1.10
08/09/13 BMK	Review and revise objection to claim of PNC Mortgage, a conflict party, in preparation for filing, including proposed order, declaration, and attached exhibits (.70); correspondence with M. Gallagher and P. Buenger re: same and final open issues in connection with filing (.30); supervise filing of same on main case docket (.30)	1.30
08/09/13 ET	Review and analyze Amended and Restated Loan and Security Agreement dated as of June 30, 2010 among GMAC Mortgage, Residential Capital, and Citibank, focusing on remedy provisions, relevant documents,	3.60

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and applicable portions of the Uniform Commercial Code re: conflict party Citibank's withholding of the Debtors' funds to secure amounts allegedly owed under the Citibank MSR Facility (3.20); conference with J. Walsh re: same (.40)

08/11/13 MG8	Further review of conflict party Citibank MSR Facility Documents in connection with interest rate dispute (1.40); draft email to T. Goren of Morrison & Foerster regarding findings as to Citibank amounts in Residential Capital hold on London account (.80); correspond with J. Walsh regarding same (.20); email T. Goren regarding analysis of Citibank refusal to close Residential Capital London accounts and return balances and scheduling call to discuss the same (.20)	2.60
08/12/13 TF1	Conference call with M. Gallagher regarding status/plan for claims objections with respect to conflict parties Citibank and PNC Mortgage (.30)	0.30
08/12/13 MG8	Conference call with T. Foudy regarding strategy for claims objections with respect to conflict parties Citibank and PNC Mortgage (.30)	0.30
08/12/13 MAC	Conduct research and analysis re: potential objections to conflict party Citibank's claims for post-petition default interest and related fees (1.40); teleconference with Morrison & Foerster re: claim objections and background information related to Citibank claims (.40); conduct research re: valuation issues in connection with post-petition interest issues re: same (1.10)	2.90
08/12/13 GF	Prepare materials and cover letter for chambers re: objection to proof of claim of conflict party PNC Bank per instructions of B. Kotliar and M. Gallagher (2.10); coordinate for hand delivery of same (.20)	2.30
08/12/13 BMK	Supervise and coordinate with G. Faust re: production and delivery of chambers copies re: objection to conflict party PNC Claim No. 4760 (1.10)	1.10
08/13/13 SJR	Review draft of Twenty-fourth Omnibus Objection to Claims and underlying documentation in connection with objections to claim of conflict parties PNC Mortgage, UPS, and HP (1.30)	1.30
08/13/13 MG8	Prepare for call regarding conflict party PNC Mortgage proofs of claim by reviewing material sent by PNC Mortgage (.30); participate in call with D. Horst, C. Laubach, L. Delehey, J. Wishnew, and M. Rothchild of Morrison & Foerster regarding PNC Mortgage proofs of claim (.60); attend to matters related to Twenty-Fourth Omnibus Objection to Claims as Curtis is conflicts counsel to Residential Capital for PNC Mortgage, UPS and Hewlett Packard (.40); attend to correspondence with M. Rothchild re: conflict parties PNC Mortgage, HP and UPS, as well as nature of potential objections and	4.30

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clarification that objections are not to Borrower Claims (.20); review proofs of claim for Hewlett Packard, UPS, and Merrill Lynch Mortgage Lending in connection with 24th Omnibus Claims Objection (amended superseded) (1.20); review and provide comments to M. Rothchild on draft of Debtors 24th Omnibus Objection to Claims (1.40); correspondence with A. Root, counsel to PNC, regarding open issues with PNC Mortgage proofs of claims that PNC Mortgage needs to clarify (.20)

08/14/13 TF1	Attend to Omnibus Objections to claims of conflict parties PNC, UPS and Hewlett Packard including correspondence with M. Gallagher re: coordinating with Morrison & Foerster re: same (.40)	0.40
08/14/13 JJW	Review Motion for Preliminary Approval of Kessler class settlement in connection with objection to PNC, a conflict party (1.20); conference with M. Gallagher re: hearing on preliminary approval re: same (.20)	1.40
08/14/13 MG8	Attend to correspondence with J. Petts of Morrison & Foerster regarding Curtis' need to be adverse to certain individuals constituting conflict parties in Omnibus Objection on the basis of lack of information in support of claims (.20); review proof of claims sent by Morrison & Foerster for conflict parties E. Williams, D. Nelson and T. Williams in connection with planned Omnibus Objection on the basis of lack of information and documentation in support of the claims filed by these individuals (.50); attend to correspondence with M. Rothchild of Morrison & Foerster regarding nature of objections to proofs of claim filed by Hewlett Packard, and related follow-up with B. Kotliar (.30); attend to numerous communications from M. Rothchild of Morrison & Foerster regarding 24th Omnibus Objection and adding Credit Suisse as conflicts party (.30) review conflict parties DLJ/Credit Suisse proofs of claim to be included in 24th Omnibus Claim Objection (.80); correspondence with C. Cu of KCC, B. Kotliar and M. Rothchild regarding same (.30); telephone conference with J. Petts of Morrison & Foerster regarding upcoming Omnibus Objections to Borrowers' Claims and related issues (.20); review and revise individualized notice for 24th Omnibus Objection and follow-up with M. Rothchild regarding same (.60); telephone conference with A. Root, counsel to PNC Mortgage, a conflict party, regarding Omnibus Objection to PNC Mortgage original proof of claim and related issues (.20); review conflict party Hewlett Packard objection to assumption and assignment and compare to proofs of claim (.60); correspond with M. Rothchild regarding issues with Hewlett Packard claims and related matters (.20); confer with J. Walsh regarding PNC Mortgage issues and obtaining additional documents with respect to Residential	4.40

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Capital accounts at conflict party Citibank that Citibank  
refuses to close due to default interest dispute (.20)

08/14/13 MAC	Conduct research re: issues in connection with PNC Mortgage, a conflict party, rejection damages claim and potential calculation methods re: same (1.50)	1.50
08/14/13 BMK	Review claims of conflict parties Merrill Lynch, Hewlett Packard, and UPS in connection with possible claims objection re: amended and superseded claims and correspondence with M. Gallagher re: same (.40); review Hewlett Packard's claims specifically for connection to contracts assumed and assigned in connection with Platform Sale to Ocwen/Walter by reviewing assumption and assignment notices, sale objections, and other docketed items (.90); email correspondence with M. Gallagher summarizing same (.20); review email correspondence with M. Gallagher and M. Rothchild at Morrison & Foerster re: treatment of foregoing claims on upcoming claims objection (.20)	1.70
08/15/13 MG8	Follow-up call with M. Rothchild of Morrison & Foerster regarding 24th Omnibus Objection to claims and open issues with respect to PNC Mortgage, a conflict party (.20) follow-up call with J. Wishnew of Morrison & Foerster regarding the same (.10); attend to correspondence with S. Reisman regarding status of claims objections against conflict parties, including among others, PNC Mortgage and Credit Suisse (.20)	0.50
08/15/13 MAC	Review extensive correspondence from Morrison & Foerster with respect to conflict parties' claims objections being handled by Curtis such as Citibank, Credit Suisse, PNC, and Hewlett Packard (.40)	0.40
08/16/13 TF1	Meet with J. Walsh to discuss status of claim objections with respect to conflict parties Citibank, PNC Mortgage, and PNC Bank, as well as PNC Bank's objection to Kessler class action settlement (.50)	0.50
08/16/13 JJW	Meet with T. Foudy to discuss status of claim objection with respect to conflict parties Citibank, PNC and PNC Bank's objection to Kessler class action settlement (.50)	0.50
08/16/13 MG8	Attend to correspondence with M. Rothchild of Morrison & Foerster regarding 24th Omnibus Claim Objection with respect to claims of conflict parties DJL/Credit Suisse and UPS (.20); review Notice of Adjournment for 10th Omnibus Claim Objection with respect to conflict parties MetLife and Everest claims, and follow up correspondence with G. Faust regarding updated schedule for hearings on Omnibus Objections and response dates (.30)	0.50
08/19/13 MAC	Conduct research related to rejection damages claims arising in connection with objections to conflict parties'	1.40

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Proofs of Claim and portions of claims not covered by assumed contracts (1.40)

08/20/13 MG8	Correspond with C. Cu of KCC regarding conflict party MetLife proofs of claim and brief review of the same (.50); review correspondence from counsel to conflict party Citibank responding to a Committee letter regarding reimbursement of Citibank legal fees, and follow-up correspondence with J. Walsh and T. Goren of Morrison & Foerster regarding same (.40); correspond with D. Mannal of Kramer Levin regarding Citibank default rate interest issue (.20); confer with M. Cohen regarding strategy for objecting to Citibank claim for default interest (.20); review and revise draft objection to Citibank claim (.70); draft declaration in support of the same (1.60)	3.60
08/20/13 MAC	Review conflict party Citibank's response to Creditors' Committee's objection to Citibank's legal fees and related issues (.30); conference with M. Gallagher re: Citibank default interest issues in connection with same (.20)	0.50
08/22/13 TF1	Attend to matters concerning new Omnibus Objection to claims by conflict party Fortress (.30)	0.30
08/22/13 MG8	Telephone conference with J. Rothberg of Morrison & Foerster regarding upcoming Omnibus Claim Objection involving conflict parties Fortress and Independence VI DCO, Ltd, including brief review of proofs of claim involved (.70); several communications with M. Biggers of Bryan Cave and J. Walsh throughout the day regarding objection to conflict party PNC Bank proof of claim and potential reply to response to the same (.50); attend to several communications with P. Buenger regarding status of conflict party MetLife claims included in adjourned 10th Omnibus Claims Objections, and related follow-up correspondence to same re: same (.30)	1.50
08/22/13 MAC	Review underlying documentation in connection with Omnibus Claims Objections being handled by Curtis as conflicts counsel to the Debtors with respect to claims filed by Fortress as conflict party (1.90)	1.90
08/22/13 AVA	Review case law related to conflict party PNC Bank's objection to the Kessler Settlement and underlying proofs of claim to settlement (2.40)	2.40
08/23/13 MG8	Review submission filed by conflict party G. Davis regarding his mortgage and claim (.40); attend to correspondence with M. Cohen, P. Buenger, and D. Bloom regarding 23rd Omnibus Objection and submission of G. Davis (.20)	0.60
08/23/13 DAB	Correspondence with M. Gallagher and M. Cohen re: conflict party George Davis response to claim objection	0.20



(.20)

08/23/13 KK	Assemble authorities cited to in Debtors' Objection to Proof of Claim of PNC Bank, N.A., a conflict party, per request of A. Anon (2.00)	2.00
08/26/13 TF1	Call with J. Rothberg of Morrison & Foerster on new Securities Omnibus Objection involving conflict party Fortress (.10); confer with J. Walsh on request by conflict party PNC Bank for adjournment of claim objection hearing (.10)	0.20
08/26/13 JJW	Conference with A. Root, counsel to conflict party PNC Bank re: claims objection and Kessler settlement (.40); correspondence with counsel for Kessler plaintiffs, counsel for Creditors' Committee and M. Gallagher re: schedule for briefing (.30); conference with A. Anon re: claims objection and potential arguments in support of claims objection (.40)	1.10
08/26/13 MG8	Supervise B. Kotliar with respect to inquiries made by creditor W. Walker, a borrower party whose claim is subject of imminent hearing on omnibus claims objections (.40); numerous telephone conferences with J. Petts of Morrison & Foerster regarding filing made by G. Davis in connection with 22nd Omnibus Claims objection, as Morrison & Foerster had indicated that it had a conflict with respect to G. Davis (.30); attend to correspondence with J. Petts and D. Bloom to confirm that resolution of the reply to filing made by G. Davis with respect to 22nd Omnibus Claims objection (.20)	0.90
08/26/13 MAC	Conduct research and analysis of issues in connection with reply to response to Omnibus Claims objections and procedural merits re: same (.70); teleconference with J. Petts of Morrison & Foerster re: same (.20)	0.90
08/26/13 BMK	Return call of W. Walker re: Omnibus Claims objection re: borrower claims insufficient information and expunged duplicative claims and review relevant case pleadings in connection with same (.50); correspondence with M. Gallagher re: same (.20); conference with D. Bloom and J. Petts of Morrison & Foerster re: Morrison & Foerster handling claim in connection with upcoming hearing on Omnibus Claims objection and notifying of relevant correspondence (.10)	0.80
08/26/13 DAB	Call with J. Petts at Morrison & Foerster and B. Kotliar re: Walker claim as W. Walker is a potential conflict party (.10); follow-up correspondence with M. Gallagher re: same (.10)	0.20
08/26/13 PJB2	Review Debtors' reply to objection by potential conflict party W. Walker to Debtors' 22nd Omnibus Claims objection to borrowers claims with insufficient documentation (.80); correspondence with D. Bloom re:	1.00

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same (.20)

08/26/13	AVA	Review case law in connection with objection to conflict party PNC Bank proof of claim and upcoming hearing on and reply with respect to same (2.00); conference with J. Walsh re: same and potential arguments (.40)	2.40
08/27/13	MG8	Review and comment on draft notice of presentment of proposed order with respect to 10th Omnibus Claims objection, as Curtis acts as conflicts counsel with respect to MetLife parties (.40); correspond with P. Buenger regarding proposed order (.10); several email correspondence with D. Bloom and N. Moss of Morrison & Foerster regarding same (.20)	0.70
08/27/13	MAC	Review notice of presentment and related documents in connection with securities Omnibus Claims objection being handled by Curtis with respect to certain conflict party claimants including Metlife (.50)	0.50
08/27/13	DAB	Review and comment on Notice with respect to 10th Omnibus Claims Objection (Securities) per M. Gallagher email as MetLife is a conflict party (.30)	0.30
08/27/13	PJB2	Correspondence with M. Gallagher re: draft of Debtors' 10th Omnibus Objection to claims (facially defective and time-barred securities claims) in connection with certain claims being objected to in same filed by MetLife and Everest conflict parties (.20); review same and provide comments (.80); review draft notice of presentment and proposed order in connection with same (.70); review underlying claims listed in chart attached to proposed order for accuracy of claims as compared to the Debtors' claims agents' master claims spreadsheet (1.30); correspondence with D. Bloom and M. Gallagher re: same (.20)	3.20
08/27/13	AVA	At request of J. Walsh, research potential grounds for indemnification or contribution in connection with conflict party PNC Bank Proof of Claim No. 4760, in connection with claim objection seeking disallowance of PNC Claim under sections 502(b) and 502(e)(1)(B) of Bankruptcy Code (6.10)	6.10
08/28/13	PJB2	Correspondence with J. Rothberg of Morrison & Foerster re: draft of Debtors' omnibus objection to conflict party Fortress entity claims based on claims as facially defective and time-barred securities claims filed by certain conflict parties (.10); correspondence with M. Gallagher re same (.10); review and revise draft objection (1.10); follow-up correspondence with M. Gallagher re: same and providing comments to J. Rothberg of Morrison & Foerster to finalization and filing of same (.10)	1.40
08/28/13	AVA	Continue research regarding possible grounds for indemnification and contribution rights claimed by	4.10

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conflict party PNC Bank in Proof of Claim No. 4760, including basis for creation of federal common law establishing rights of contribution for federal claims and definition of direct contingent claims, in connection with objection to PNC Proof of Claim for contribution and/or indemnification related to class action litigation, in preparation for upcoming briefing, per request of J. Walsh (4.10)

08/29/13 MG8	Review and comment on revised draft of Omnibus Objection to proofs of claim filed by conflict party Fortress entities circulated by J. Rothberg of Morrison & Foerster (.50); discuss same with P. Buenger (.30); review and revise proposed order for Omnibus Objection to claims, including claims filed by Fortress entities, the draft Kruger declaration in support of Omnibus objection to claims filed by Fortress as facially defective and time-barred, as well as the notice of the objection and the exhibit listing Disputed Claim (.80); correspond with J. Rothberg with respect to same (.30) compare the proofs of claim filed by Fortress entities and subject of the Omnibus Claims objection for facially deficient and time-barred securities claims to the exhibit attached to the proposed order and the text of the objection (.50); correspond with J. Walsh regarding plans for replying to anticipated response of conflict party PNC Bank to Debtors' objection to the proof of claim filed by PNC Bank (.20); correspond with J. Walsh regarding outcome of hearing on motions to dismiss in JSN adversary proceeding with respect to default interest rate, as that issue is relevant to conflict party Citibank claim for default interest (.20); correspond with P. Grande and J. Horner of Residential Capital regarding issues relating to Citibank claim for default interest (.30)	3.10
08/29/13 PJB2	Correspondence with M. Gallagher re: draft Debtors' Omnibus Objection to facially defective and time-barred securities claims in connection with claims filed by conflict parties to the Debtors lead counsel, including several Fortress entities which are conflict parties (.20); review and provide comments to same (.60); meet with M. Gallagher to discuss same (.30); review and revise draft notice and proposed order in connection with Debtors' Omnibus Objection to claims based on claims being Facially Defective and time-barred securities claims filed by certain conflict parties (.70); review draft of declaration of Lewis Kruger in support of same (.50); follow up correspondence with M. Gallagher to provide comments to notice, proposed order, and declaration in connection with same (.20)	2.50
08/29/13 AVA	Continue research related to conflict party PNC Bank Proof of Claim 4760, including case law regarding equitable basis for indemnification and contribution rights, and confirm ongoing validity of case law cited in	5.70

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Debtors' Claim Objection to PNC Bank Proof of Claim 4760 (3.40); summarize potential arguments of PNC Bank in connection with objecting to same (1.80); meet with J. Walsh to review potential bases for PNC Bank's claim of contribution or indemnification against Debtors (.30); review local rules of Judge Glenn regarding requirements for reply to same (.20)

08/30/13 MG8	Review conflict party PNC Bank response to Debtors' objection to PNC Bank proof of claim (.30); correspond with M. Cohen and J. Walsh regarding same and assertion that it will conditionally withdraw its claim, and related follow-up emails with same re: same (.30); correspond with A. Anon regarding research in connection with reply to PNC Bank response to Debtors' objection to PNC Bank proof of claim for indemnity (.20); telephone conference with E. Frejka of Kramer Levin regarding PNC Bank response to Debtors' claim objection (.20); correspondence with M. Biggers and L. Marshall of Bryan Cave regarding PNC Bank response to Debtors' claim objection and need for order to withdraw proof of claim pursuant to Bankruptcy Rule 3006 (.30); review correspondence from A. Anon regarding Bankruptcy Rule 3006 and withdrawal of claim after objection has been lodged (.20); review research regarding impact of disallowance of contingent claim pursuant to section 502(e) (.20); follow-up correspondence with A. Anon and J. Walsh regarding additional research in order to reply to PNC Bank response to Debtors' objection to PNC Bank's proof of claim for indemnity (.30); attend to correspondence with S. Molison of Morrison & Foerster regarding preparations for upcoming Omnibus Claims objections against various conflict parties, including Bank of America, Transamerica, Hewlett Packard, and CitiMortgage (.30)	2.30
08/30/13 MAC	Review conflict party PNC Bank's response to claim objection being handled by Curtis and conduct analysis of issues related to withdrawal of claim and potential reply re same (1.00)	1.00
08/30/13 PJB2	Review of conflict party PNC Bank's response and reservation of rights to the Debtors' objection to PNC's proof of claim 4760 (.40); correspondence with M. Cohen re: same (.10); discussions with M. Gallagher re: same and next steps with respect to drafting reply and proceeding on objecting on substantive grounds (.30)	0.80
08/30/13 AVA	Review conflict party PNC Bank's Reply to debtor's claim objection (.80); research Federal Rules of Bankruptcy Procedure applicable to reply re: same (.50); research strategic decision to be made to limit PNC Bank's potential use of a Section 502(j) motion at request of M. Gallagher (.90)	2.20

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TOTAL HOURS 116.10

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	2.50	830	2,075.00
Jonathan J. Walsh	Partner	9.40	740	6,956.00
Theresa A. Foudy	Partner	1.90	730	1,387.00
Michael Ari Cohen	Partner	14.10	730	10,293.00
Maryann Gallagher	Counsel	38.30	625	23,937.50
Ellen Tobin	Associate	3.60	600	2,160.00
Daniel A. Bloom	Associate	0.70	480	336.00
Peter Josef Buenger	Associate	12.40	425	5,270.00
Bryan M. Kotliar	Associate	4.90	305	1,494.50
Ada Victoria Anon	Associate	22.90	300	6,870.00
Georgia Faust	Legal Assistant	3.40	235	799.00
Kristine Kim	Legal Assistant	2.00	210	420.00
		<b>116.10</b>		<b>\$61,998.00</b>

**TOTAL SERVICES \$61,998.00**

**Summary of Expenses**

External Photocopy Services	14.40
Pacer - ECF	38.50

**TOTAL EXPENSES \$52.90**

**TOTAL THIS INVOICE** \$62,050.90

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

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 SJR

Attention: Residential Capital, LLC

**Re: JSN Doc Review**


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08/02/13 JD3	Review memo and correspondence re: JSN document review project in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.00)	1.00
08/02/13 MB	Review overview correspondence of upcoming document review in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30)	0.30
08/02/13 MPJ	Review and analyze memorandum circulated by E. Tobin regarding document review protocol associated with upcoming document review project in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.80)	0.80
08/02/13 PK	Review Document Review Protocol in preparation for meeting on August 5, 2013 re: marking of documents produced by Debtors in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS, Loomis, Davidson Kempner, and Silverpoint (1.10)	1.10
08/02/13 MK	Review due diligence background summaries and correspond regarding same in connection with document review project relating to JSN Adversary Proceeding and Plan Confirmation where noteholders Davidson Kempner, Silverpoint, UBS, and Loomis are conflict parties (.40)	0.40
08/04/13 MS8	Review Document Review Protocol in preparation for reviewing the documents produced by the Debtors in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.80); review First Amended Complaint to Determine Extent of Liens and for Declaratory Judgment (June 19, 2013) in preparation for same (2.20)	5.00
08/05/13 JD3	Review materials in preparation for JSN document review project relating to the JSN Adversary	3.60

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Proceeding and Plan Confirmation in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, including document review summary memo, Debtors' amended complaint and JSN answer and counterclaims (1.60); attend orientation meeting led by T. Foudy, E. Tobin, and J. Berman re: JSN document review project in connection with same (.80); participate in Relativity training webcast in connection with JSN document review project re: same (.80); various correspondence with E. Tobin re: same (.40)

08/05/13 MB	Review Document Review Protocol in connection with dispute with JSNs' over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.80); review First Amended Complaint to Determine Extent of Liens and for Declaratory Judgment in preparation for document review (1.80); attend document review meeting led by T. Foudy, E. Tobin, and J. Berman to discuss same and proper tagging protocol (.80); attend web-based training concerning use of Relativity database to be used in document review (.60)	6.00
08/05/13 DS	Review Document Review Protocol in preparation for review of Debtors' document production in connection with the JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.10); review First Amended Complaint to Determine Extent of Liens and for Declaratory Judgment in connection with same (1.30)	2.40
08/05/13 HS2	Attend JSN document review meeting led by T. Foudy, E. Tobin, and J. Berman in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); attend Relativity training session for document review software in connection with same (.80)	1.60
08/05/13 EC	Attend meeting with E. Tobin, J. Berman, and T. Foudy discussing background of the case and parameters for document review in preparation for depositions and trial in the JSN adversary proceeding where Wells Fargo and noteholders Davidson Kempner, Silverpoint, UBS, and Loomis are conflict parties (.80); attend web-based training session for use of document review platform in preparation for issue tagging document review in connection with same (.80)	1.60
08/05/13 BMK	Review document review protocol in connection with upcoming document review project in order to properly tag and issue spot documents produced by the Debtors in connection with JSN Adversary Proceeding where	3.50

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Loomis, UBS, and Wells Fargo are potential conflict parties (.70); review Debtor complaint, Committee Complaint, JSNs amended counterclaims and summary sheet of claims in connection with assisting with drafting protocol and background (1.20); attend document review staff meeting in order to prepare for same (.80); follow up online training session through Webx in connection with same (.80)

08/05/13 SRM	Attend document review meeting led by T. Foudy, E. Tobin, and J. Berman in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); attend web-based training re: same (.80)	1.60
08/05/13 JTW	Attend meeting led by T. Foudy, E. Tobin, and J. Berman re: preparation for document review in connection with Debtors' adversary proceeding against the JSNs over the extent, validity and value of the JSNs' liens and JSNs' purported entitlement to post-petition interest, where Wells Fargo and noteholders UBS and Loomis are conflict parties (.80); participate in Relativity online training session of review database in preparation for same (.80)	1.60
08/05/13 PK	Review document review protocol to prepare to mark documents produced by Debtors in the JSN adversary proceeding in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.60); attend meeting led by T. Foudy, E. Tobin, and J. Berman re: tagging documents re: same (.80); attend web-based training on Relativity platform (.80)	3.20
08/05/13 DAB	Attend ResCap document review meeting led by T. Foudy, E. Tobin, and J. Berman regarding production of documents to JSNs in connection with the JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (.80); attend Relativity web-based training re: same (.80)	1.60
08/05/13 SEP	Attend presentation led by T. Foudy, E. Tobin, and J. Berman regarding upcoming document review protocol in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80); review background materials including document review protocol memo, the Debtors' Amended Complaint and the JSN's Amended Counterclaims in connection with same (.80); attend Relativity web-based document review platform tutorial (.80)	2.40
08/05/13 MS8	Review document review protocol, First Amended Complaint to Determine Extent of Liens and for Declaratory Judgment (June 19, 2013), Answer,	11.80



Affirmative Defenses and First Amended Counterclaims of Defendants UMB Bank, N.A. and the Ad Hoc Group of Junior Secured Noteholders to Debtors' First Amended Complaint to Determine Extent of Liens and for Declaratory Judgment (July 29, 2013) in preparation for reviewing the documents produced by the Debtor in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.30); attend meeting led by T. Foudy, E. Tobin, and J. Berman in connection with same and proper tagging procedures (.80); attend training from Night Owl Discovery on use of Document Review Software (.80); review First Document Review Protocol and corresponding exhibits in connection with same and specifically for relevant information relating to JSN counterclaims (4.90)

08/05/13 PJB2	Attend document review meeting led by T. Foudy, E. Tobin, and J. Berman in connection with JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); attend computer web-based training in connection with same (.80)	1.60
08/05/13 MK	Attend meeting led by T. Foudy, E. Tobin, and J. Berman regarding review of documents produced by Debtors in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80); attend web-based Relativity training on document review database in connection with same (.80); review document review protocol memorandum in connection with same (1.20)	2.80
08/05/13 GES	Review pleadings and related documents submitted in the JSN Adversary Proceeding in preparation for reviewing documents produced by Debtors and tagging the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.80); attend meeting led by T. Foudy, E. Tobin, and J. Berman regarding same (.80); participate in web-based training with document vendor in preparation for document review (.80)	3.40
08/05/13 DG2	Prepare for and attend introductory meeting led by T. Foudy, E. Tobin, and J. Berman related to information on document review in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80); attend web training related to software to be used to conduct document review in connection with same (.80)	1.60

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08/05/13 MB2	Review background materials related to the JSN Adversary Proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.20); participate in orientation meeting led by T. Foudy, E. Tobin, and J. Berman re: same (.80); participate in web-based training re: same (.80)	1.80
08/05/13 HH	Attend document review meeting led by T. Foudy, E. Tobin, and J. Berman to discuss purpose of review, timing and process, to be performed in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.80); review background materials and protocol in preparation for same (.40); participate web-based training with Night Owl representative to explain document review database in connection with same (.80)	2.00
08/05/13 KAM	Review pleadings in the JSN Adversary Proceeding and internal memorandum regarding document review for preparation for trial in the JSN Adversary Proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80); attend and participate in document review meeting led by T. Foudy, E. Tobin, and J. Berman to discuss document review project in connection with same (.80); attend and participate in web-based training session in connection with same (.80)	2.40
08/06/13 MB	Review Adversary Complaint for Declaratory Judgment, Avoidance of Liens, and Disallowance of Claims filed by Committee of Unsecured Creditors in connection with dispute with JSN's over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.20); review correspondence from E. Tobin regarding upcoming document review in connection with same (.10)	2.30
08/06/13 DS	Review Adversary Complaint for Declaratory Judgment, Avoidance of Liens, and Disallowance of Claims in preparation for review of Debtors' document production in connection with the JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80)	0.80
08/06/13 PK	Review JSN and Plan Confirmation Document Review Memo, Debtors Amended Complaint, and JSN Amended Counterclaims in preparation for reviewing documents produced by the Debtors in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.00)	4.00

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08/06/13 SEP	Review background materials including the Debtors' Amended Complaint, the Adversary Complaint for Declaratory Judgment, and the JSN's Amended Counterclaims in preparation for upcoming document review in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80)	0.80
08/06/13 MS8	Review document review protocol, Debtors' first amended complaint, and JSNs' answer and Counterclaims in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.20); review memorandum and other supporting background materials detailing review protocol re: same (5.80)	11.00
08/06/13 PJB2	Multiple correspondence with E. Tobin re: preparation for document review in connection with JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); review underlying documentation in connection with same including complaint, answer, and counterclaims (1.60)	1.80
08/06/13 MK	Review document review protocol memorandum and debtors' amended complaint as background for document review, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.40)	4.40
08/06/13 GES	Review pleadings and related documents submitted in the JSN adversary proceeding in preparation for reviewing documents produced by Debtors by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.60)	1.60
08/06/13 DG2	Review introductory memorandum, complaints, answer/counterclaim and other filings for background information for document review in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.90)	1.90
08/06/13 MB2	Review introductory and overview documents, including review of protocol memorandum in connection with the JSN document review in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.00)	1.00
08/07/13 MB	Review the parties' document demands and responses in preparation for document review connection with	2.40

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dispute with JSN's over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.10); review correspondence from E. Tobin concerning upcoming document review re: same (.30)

08/07/13 PK	Review Debtors Amended Complaint, JSN Amended Counterclaims, and Document Review Memo in preparation for reviewing the documents produced by the Debtors in the JSN Adversary Proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.70)	0.70
08/07/13 MS8	Review document review protocol and First Amended Complaint in preparation for reviewing the documents produced by the Debtor in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.00); review JSNs' answer and amended Counterclaims in connection with same (4.50)	9.50
08/07/13 PJB2	Review of underlying documents, such as complaints, answers, counterclaims, and review protocol in connection with document review and discovery project for adversary proceeding against the JSN's where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.30); correspond throughout the day with B. Kotliar re: same (.40); begin initial review of first batch of 25 documents including emails and loan spreadsheets and tag according to protocol (6.20)	8.90
08/07/13 MK	Review debtors' amended complaint and JSN amended counterclaims as background for document review, continuing to reference document review protocol memorandum, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.30)	4.30
08/07/13 MB2	Review summary and court documents in the JSN Adversary Proceeding and in connection with document review project re: Plan Confirmation and the JSN litigation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.50)	3.50
08/08/13 JD3	Review document review protocol memo for JSN document review project in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.30); attend online training session re: Relativity database (.80); review and tag first batch of 25 documents, consisting of e-mails and spreadsheets from September 2008 in connection with same (2.80); further review of protocol memo and supporting materials in connection with same to ensure proper procedures are followed (.50)	5.40

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08/08/13 MB	Review revised document review protocol in connection with dispute with JSN's over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.10); participate in meeting with Night Owl concerning JSN Production Database Training (.80); review information concerning filing entities and organizational charts (.40); review ResCap Major Events Timeline in connection with same (.60); review list of current and former junior secured noteholders in connection with same (.10); review chart concerning JSNs' document requests in connection with same (.40); conduct document review, focusing on documents related to certain "rollforwards" of investment amounts and liquidity "rollforwards" in connection with same (2.70)	7.10
08/08/13 DS	Review revised document review protocol in connection with review of documents in JSN Adversary Proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50); attend on-line training session with Night Owl for review and tagging of documents in connection with same (.80); correspondence with J. Berman re: issues related to case and document review (.20); commence review of initial batch of assigned documents produced by Debtors in JSN adversary proceeding (.50)	3.00
08/08/13 HS2	Attend second Relativity training session for document review software in connection with document review project in connection with the JSN Adversary Proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80)	0.80
08/08/13 EC	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on negotiation and issuance of AFI revolver facility and related debt exchange transaction and marking documents by issue and document type for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (2.30); review preparatory materials including document review protocol, time line of events in the ResCap case and document requests in preparation for document review (2.80)	5.10
08/08/13 MPJ	Review document review protocol circulated by E. Tobin in connection with review project re: Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); review Key Events Timeline and other background materials re: same (.90); review and code documents produced by Debtors relating to Residential Capital's liquidity between late 2008 and early 2009 and	5.30

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Residential Capital's proposed sale of certain Mortgage  
Servicing Rights in 2008 (2.90)

08/08/13 BMK	Attend additional Night Owl Training re: document review software and platform in connection with JSN Adversary Proceeding involving conflict parties Wells Fargo and noteholders UBS and Loomis (.80); review document review protocol in connection with same for tagging procedures (.80)	1.60
08/08/13 SRM	Review Document Review Protocol, Timeline, and organizational charts, focusing on issue tags, in preparation for the document review assignment in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.50); attend Night Owl Web Conference Training on Relativity in connection with same (.80); begin review of initial batch of 25 documents re: same (2.20)	6.50
08/08/13 JTW	Participate in additional Night Owl online training session on JSN Production database in preparation for document review in connection with the JSN Litigation where Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.80)	0.80
08/08/13 PK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on pre-petition financial condition, financial statements, and related analysis of the debtors, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.10); review Document Review Protocol, Issue Coding List, First Amended Complaint and Answer, Affirmative Defenses, and First Amended Counterclaims in preparation for same (1.70); attend JSN Production Database Training with Night Owl in connection with same (.80)	5.60
08/08/13 SEP	Review revised Document Review Protocol addressing discovery related to the adversary proceeding, the Global Settlement, and Plan Confirmation Proceedings in the Chapter 11 cases where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); attend Night Owl document review platform training in preparation for same (.80); review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates range RCUCCJSN10000192 through 371 and mark the documents by issue and document type tags so documents can be used in preparation for same (3.20); correspondence with J. Berman regarding appropriate marking of documents per protocol (.50); review documents produced by	7.10

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Debtors in the JSN adversary proceeding, focusing on Bates range RCUCCJSN10004480 through 4897 and mark the documents by issue and document type tags (2.00)

08/08/13 MS8	Review updated document review protocol and corresponding exhibits in preparation for reviewing the documents produced by the Debtors in the JSN Adversary Proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.00); review complaints, counterclaims, and answers re: same (4.40); attend web-based Night Owl training re: same (.80); review documents produced by Debtors in the JSN adversary proceeding, focusing on Batch 19 Documents (Documents 1-25), and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial (4.90); review documents produced by Debtors in the JSN adversary proceeding, focusing on Prod003 CON Batch 7 (Documents 1-69) (2.60)	14.70
08/08/13 PJB2	Review multiple correspondence throughout the day from J. Berman and E. Tobin re: document review in connection with JSN litigation where Wells Fargo and noteholders Davidson Kempner, Silverpoint, UBS, and Loomis are conflict parties (.40); review documents in connection with same re: financial information of the Debtors prior to the petition date (1.40); review of emails and underlying documents, including spreadsheets and draft contracts in connection with same (7.50)	9.30
08/08/13 MK	Review final document review protocol memorandum, exhibits and other relevant documents as background for document review project in connection with the JSN Adversary Proceeding and Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.40); attend Night Owl training session for document review database re: same (.80)	5.20
08/08/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on identifying and valuing collateral relevant to claims relating to transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.10); participate in document review training with Night Owl in preparation for same (.80)	6.90
08/08/13 DG2	Attend web training related to software to be used to conduct document review in connection with dispute	7.20

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with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80); review updated memorandum on issues to be reviewed in connection with document review, in addition to supplementary information provided in connection with same (1.20); conduct review of documents in connection with dispute with JSNs including documents related to liquidity positions, P&L and asset valuations (5.20)

08/08/13 MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Batch 16, Bates ranges 1 - 10, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.50)	4.50
08/08/13 HH	Participate in follow-up training session with Night Owl re: process for document review to be performed in connection with dispute with JSN's over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.60); prepare for same by reviewing relevant pleadings (.30); review protocol memo provided by E. Tobin in connection with same (.30)	1.20
08/08/13 KAM	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on documents concerning ResCaps pre-petition financial condition and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.00); attend document review training session hosted by Night Owl re: same (.80); review pleadings in adversary proceeding, internal memoranda concerning the document review and other background documents in connection with same (1.40)	3.20
08/09/13 JD3	Attend meeting led by M. Moscato, E. Tobin, and J. Berman re: document review project in connection with JSN Adversary Proceeding and Plan Confirmation in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.90); complete and submit review of first batch of documents in connection with same (.50); review portion of second batch of documents, consisting of e-mails and spreadsheets from September 2012 in connection with same (2.20); correspondence with E. Tobin and J. Berman re: questions re: tagging of documents in accordance with protocol (.60)	4.20



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08/09/13 MB	Review documents in connection with dispute with JSN's over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, focusing on June 2008 restructuring (3.20); participate in meeting led by M. Moscato, E. Tobin, and J. Berman concerning document tagging issues in connection with same (.90); continue document review with a focus on reviewing documents concerning various liquidity and restructuring scenarios in 2008 in connection with same (4.00)	8.10
08/09/13 DS	Review of documents produced by Debtors in JSN adversary proceeding focusing on Bates ranges in first batch as well as second batch, JSN10012542-567, and mark the documents by issue and document-type tags in order that documents may be used in preparation for upcoming deposition and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.80); attend to related correspondence with J. Berman, E. Tobin, D. Bloom, J. Weber, and B. Kotliar re: specific substantive questions pertaining to individual documents in connection with same (.40); attend group session led by M. Moscato, E. Tobin, and J. Berman to address questions arising in context of aforementioned document review (.90)	4.10
08/09/13 HS2	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on the financial statements and correspondence concerning 2008 asset sale, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50); attend meeting led by M. Moscato, E. Tobin, and J. Berman to discuss current status of document review re: same (.90)	2.40
08/09/13 EC	Attend document review team meeting led by J. Berman, E. Tobin and M. Moscato to discuss document identification issues, timing and strategy in preparation for depositions in connection with document review where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); review documents produced by the Debtors with particular focus on documents relating to negotiation of terms for the AFI Revolver Facility and pre-bankruptcy treatment of bilateral facility collateral and marking documents by issue and document type for use in preparation for depositions and trial in connection with same (9.30)	10.20
08/09/13 MPJ	Review and categorize documents produced by the	9.00

Junior Secured Noteholders regarding Residential Capital LLC's liquidity and daily performance in early 2008 in order to prepare for upcoming depositions in connection with Consolidated JSN Adversary Proceeding and Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (8.10); attend meeting led by M. Moscato, E. Tobin, and J. Berman regarding document review protocol in connection with same (.90)

08/09/13 BMK	Attend conference led by M. Moscato, E. Tobin, and J. Berman regarding procedural and substantive updates to document review database in order to streamline review procedures in connection with reviewing documents produced by the Debtors in the JSN adversary proceeding where Wells Fargo and certain noteholders are conflict parties (.90); review initial 25 documents in Prod 1 Batch 10 re: same (.80)	1.70
08/09/13 SRM	Attend document review meeting led by M. Moscato, E. Tobin, and J. Berman in connection with document review for JSN Proceeding and Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties concerning relevant background and proper tagging procedures (.90); begin review and issue coding the documents, focusing on emails and correspondence from 2008, in preparation for upcoming depositions and trial in connection with same (7.50)	8.40
08/09/13 JTW	Participate in team meeting led by M. Moscato, J. Berman and E. Tobin to assist document review team with questions re: factual background and outstanding document tagging issues in connection with the JSN Litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.90); conduct document review re: same re: documents related to discussions by the Debtors' employees as to the value assigned to goodwill in the purchase price allocation of the asset sales to Ocwen and Walter (2.00)	2.90
08/09/13 PK	Review documents produced by Debtors in the JSN Adversary Proceeding re: pre-petition financial condition, solvency analysis, and loan recovery projections and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in connection with same and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.20); attend ResCap document review meeting led by M. Moscato, E. Tobin, and J. Berman (.90); review Document Review Protocol, Glossary, List of Debtors, Timeline, Issue Coding List, and relevant pleadings such as complaints, answers, and counterclaims in connection with same (2.10)	3.20

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08/09/13 DAB	Attend document review meeting led by J. Berman, M. Moscato, and E. Tobin in connection with research re: certain factual issues related to tagging documents produced by the Debtors in the JSN Adversary Proceeding and Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90)	0.90
08/09/13 SEP	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on Bates range RCUCCJSN10004899 through RCUCCJSN10005582 which pertain to Debtors' pre-petition financial condition and solvency analyses, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders UBS and Loomis are conflict parties (10.80); attend presentation given by J. Berman, E. Tobin, and M. Moscato regarding protocol for issue coding documents in connection with same (.90)	11.70
08/09/13 MS8	Review Updated Document Review Protocol and corresponding exhibits in preparation for reviewing the documents produced by the Debtor in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.20); review complaints and counterclaims in connection with same (3.20); attend review meeting led by M. Moscato, E. Tobin, and J. Berman in connection with same (.90); review and tag documents produced by Debtors in the JSN adversary proceeding, focusing on Prod003 CON Batch 7 (re-review Documents 60-69) (2.00); review documents, focusing on Prod003 CON Batch 7 (re-review Documents 70-300) in connection with same (2.60)	10.90
08/09/13 GES	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on rights and obligations of parties to transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.10); attend meeting led by J. Berman, E. Tobin, and M. Moscato regarding same and proper protocol and tagging procedures (.90)	5.00
08/09/13 DG2	Attend additional information session led by M. Moscato, E. Tobin, and J. Berman to discuss issues related to document review in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of	4.50

involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.90); conduct review of documents in connection with same, specifically documents related to liquidity positions and segregated revolver accounts (3.60)

08/09/13 MB2	Correspondence with E. Tobin and J. Berman re: issues related to document review in JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, including the review protocol and proper tagging procedures in light of relevant facts (.30)	0.30
08/09/13 HH	Attend meeting led by M. Moscato, J. Berman, and E. Tobin in connection with document review to be performed in connection with dispute with JSN's over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.90)	0.90
08/09/13 KAM	Attend and participate in document review team meeting led by M. Moscato, J. Berman and E. Tobin concerning review of documents produced by Debtors in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.90)	0.90
08/10/13 JD3	Continue review of second batch of documents for JSN document review project in connection with lien litigation and Plan Confirmation in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, including review of e-mails and spreadsheets for August-September 2012 (8.70); various correspondence re: tagging of documents and discussions re: clarifications re: same with E. Tobin, J. Berman, and D. Bloom (.50)	9.20
08/10/13 MB	Review documents in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest and Plan Confirmation in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, focusing on documents dealing with liquidity analyses in 2008 (2.10); continue reviewing documents in connection with JSNs' dispute with a focus on documents concerning swap transaction with Rabobank and transaction with RBS (1.10)	3.20
08/10/13 HS2	Review documents produced by Debtors focusing on Debtors' financial statements and correspondence concerning 2008 asset sale and sec filings, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN Adversary Proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and	12.20

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noteholders UBS and Loomis (12.20)

08/10/13 EC	Review approximately 625 documents produced to the Ad Hoc Group of JSNs in the adversary proceeding, with particular focus on documents relating to bilateral facilities and related collateral pledges, prepetition plans to sell portions of the Debtors business, the pledges to the LOC, and other topics and marking documents by issue and document type for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (8.40)	8.40
08/10/13 MPJ	Review and categorize documents produced by the Debtors relating to (a) ResCap's daily liquidity in early 2008 and (b) the issuance of the GMAC / AFI Revolver in the Summer 2008, in order to use same to prepare for upcoming trial on the JSN Adversary Proceedings and Pla Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (8.00)	8.00
08/10/13 BMK	Review 500 documents in Prod 2 Con Batch 10 in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (10.70)	10.70
08/10/13 SRM	Continue reviewing and issue coding the documents produced by the Debtors, focusing on emails and correspondence from 2008, in preparation for upcoming depositions and trial in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders UBS and Loomis are conflict parties (7.00)	7.00
08/10/13 JTW	Conduct review of documents produced by the Debtors in the JSN Adversary Proceeding including bates numbers RCUCCJSN10021055-10022418, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (8.50); correspond with E.Tobin and J. Berman re: issues related to document review, including monthly collateral reports produced by the Debtors in the JSN adversary proceeding and discussion of potential uses in deposition, at trial or in connection with Plan confirmation (.30)	8.80
08/10/13 PK	Review documents produced by Debtors in the JSN Adversary Proceeding, regarding International Transactions, Pre Petition Financial Condition, and Debtor's Financial Statements and Opinion Letters, Board Presentations, and Correspondence regarding the same and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection	6.70

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with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.70)

08/10/13 DAB	Review documents in Prod002 Batch 11 of the Debtors' produced documents in connection with the JSN litigation and Plan Confirmation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (3.60)	3.60
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08/10/13 SEP	Review documents produced by Debtors in the JSN Adversary Proceeding which pertain to Debtors' pre-petition financial condition and solvency analyses, the JSN indenture, and identification and valuation of disputed collateral, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders UBS and Loomis are conflict parties (9.60)	9.60
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08/10/13 MS8	Review Updated Document Review Protocol and corresponding exhibits in preparation for reviewing the documents produced by the Debtors in the JSN Adversary Proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, including review of Answer and Counterclaims and other relevant pleadings (4.00); review documents produced by Debtors in the JSN adversary proceeding, focusing on Prod003 CON Batch 7 (Documents 301-500) and mark same for use in preparing for trial (7.50)	11.50
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08/10/13 GES	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on rights and obligations of parties to transactions at issue, and mark the documents by issue and document-type so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.10)	2.10
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08/10/13 DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (including documents related to financial positions and potential asset sales) (7.90)	7.90
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08/10/13 HH	Review documents in connection with review to be performed in connection with dispute with JSNs over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and	2.10
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Loomis are conflict parties (1.80); correspondence with support staff, E. Tobin, J. Berman and R. Abdelhamid of Morrison & Foerster re: technical issues related to same (.30)

08/10/13 KAM	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on Debtors' prepetition financial condition and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.50); review internal memorandum concerning same (.50)	1.00
08/11/13 JD3	Review of third batch of documents for JSN document review project in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, including review of documents related to PATI/RAHI, and documents and e-mails from prior to 2008 restructuring (6.20); various correspondence with E. Tobin and J. Berman re: proper tagging of documents in connection with same (.40)	6.60
08/11/13 HS2	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on correspondence concerning various Debtor SEC filings and drafts of the filings and operational planning for new servicing platforms, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.50)	3.50
08/11/13 EC	Review approximately 350 documents produced by Debtors to the JSNs relating to pre-petition management of the Debtors' business and accounting norms established in the Debtors' business and marking documents in to assist preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (7.70)	7.70
08/11/13 MPJ	Review and issue-tag documents produced by the Debtors regarding the allocation of collateral to the GMAC / Ally Revolver in order to prepare for upcoming depositions, in connection with Curtis' representation of the Debtors in the JSN Adversary Proceeding as Wells Fargo and noteholders Loomis and UBS are conflict parties (4.50)	4.50
08/11/13 BMK	Review first 370 documents in Prod 3 Con Batch 22 in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties in order to prepare for upcoming trial and Plan Confirmation (6.50); email correspondence	7.40

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with E. Tobin and R. Abdelhamid of Morrison & Foerster re: open issues with documents relating to prepetition sales/transfers of mortgage loans, mortgage pledge agreements, and securitization documents (.60); correspondence with D. Bloom re: same and other open tagging issues relating to prepetition financial condition (.30)

08/11/13 SRM	Continue reviewing and issue coding the documents produced by the Debtors, focusing on emails and correspondence from 2008 from custodian K. Crandall in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders UBS and Loomis are conflict parties (6.00)	6.00
08/11/13 JTW	Review documents produced by Debtors in the JSN Adversary Proceeding including bates numbers RCUCCJSN10208753-10209453, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (7.50); correspond with R. Abdelhamid of Morrison & Foerster re: technical system issues with document production (.20); correspond with E. Tobin and J. Berman re: issues related to document review as to possible manners in which to streamline responses to inquiries raise by document review team (.30)	8.00
08/11/13 PK	Review documents produced by Debtors in the JSN Adversary Proceeding re: pre-petition financial condition, solvency analysis, loan recovery projections, RMBS, and related correspondence re: same and mark documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.10)	6.10
08/11/13 DAB	Extensive review and analysis of documents from Prod002 Batch 11 in connection with review of documents produced by the Debtors in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (8.00)	8.00
08/11/13 SEP	Review documents produced by Debtors in the JSN Adversary Proceeding re: Debtors' pre-petition financial condition and solvency analyses, the AFI Revolver, the JSN Indenture, and identification and valuation of disputed collateral, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in	8.70



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connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (8.70)

08/11/13 MS8	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on Prod003 CON Batch 31, Documents 1-71, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.10); review documents re: same re: Prod004 CON Batch 8 (Documents 1-500) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial (9.50)	12.60
08/11/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on identifying an valuing collateral relevant to claims relating to transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.20)	3.20
08/11/13 MB2	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on review Batch 16, Bates ranges 1 - 25, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.90)	5.90
08/11/13 HH	Review documents focusing on prepetition financial condition in connection with document review project re: JSN Adversary Proceeding and Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.10)	5.10
08/12/13 MB	Review correspondence from J. Berman and R. Abdelhamid of Morrison & Foerster concerning review tags in connection with JSN document review project where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	0.40
08/12/13 DS	Review of documents produced by Debtors in JSN Adversary Proceeding focusing on Bates ranges RCUCCJSN10012592-13094, and mark the documents by issue and document-type tags in order that documents may be used in preparation for upcoming deposition and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.40); follow-up correspondence with E. Tobin, D.	3.90

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Bloom, B. Kotliar, and J. Weber re: substantive document review issues and proper tagging procedures in connection with same (.50)

08/12/13 HS2	Review documents produced by Debtors in the JSN Adversary Proceedings, focusing on debtor financial statements from 2008 and correspondence concerning valuation and status of various facility and swap agreements in 2008, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.20)	3.20
08/12/13 EC	Review approximately 1,100 documents produced to the JSNs in the adversary proceeding, focusing on issues relating to collateral valuation, the operation of the Debtor's mortgage pipeline prior to the AFI funding facilities, the availability of mortgage servicing rights advance recievables to secure financing for the Debtors and drafting of the AFI revolver offering document and marking documents by issue and document type for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (10.90); review document review protocol to ensure proper coding of ambiguous documents likely to be useful in preparation for depositions in connection with same (.30)	11.20
08/12/13 MPJ	Review and analyze documents produced by Residential Capital, LLC to the Junior Secured Noteholders regarding (a) various asset sales in 2008, (b) the release of collateral to the AFI LOC, and (c) Residential Capital's solvency and liquidity status from 2008 to 2009, and code such documents in order to prepare for depositions and trial in connection with Curtis' representation as conflicts counsel in the dispute with the Junior Secured Noteholders regarding the extent and value of the JSNs' liens, as Wells Fargo and noteholders Loomis and UBS are conflict parties (9.50)	9.50
08/12/13 BMK	Finish review of 130 remaining documents in Prod 3 Con Batch 22 in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); begin review of first 300 documents in Prod 5 Con Batch 2 re: same (9.40); numerous email correspondences with E. Tobin, J. Berman, D. Bloom, J. Weber, E. Combs, and M. Jones re: same and re: conforming tagging procedures for various document types to ensure consistency throughout review project (.80)	13.10
08/12/13 SRM	Finish reviewing and issue coding emails and	12.20

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correspondence from 2008 from custodian Kyle Crandall that were not affected by extracted text viewer problems in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); review all documents in batch Prod 005 Con 003 in connection with same (11.00)

08/12/13 JTW	Review documents produced by Debtors in the JSN Adversary Proceeding including bates numbers RCUCCJSN10209454 -10210115, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.90)	4.90
08/12/13 PK	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on financial condition, liquidity analysis, and related correspondence, board presentations, and analysis of the same, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.70)	1.70
08/12/13 DAB	Extensive review and analysis of documents from Prod002 Batch 11 of Debtors' production in JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (9.50); analyze open tagging issues relevant to same re: E. Tobin and J. Berman request (2.00); correspond with D. Straus, B. Kotliar, J. Weber, E. Tobin and J. Berman re: same (.80)	12.30
08/12/13 SEP	Review documents produced by Debtors in the JSN Adversary Proceeding which pertain to Debtors' pre-petition financial condition and identification and valuation of disputed collateral, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20)	0.20
08/12/13 MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Prod 5 PEO Batch 3, Documents 1-150, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties	10.00

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Wells Fargo and noteholders UBS and Loomis (7.50);  
review Updated Document Review Protocol and  
corresponding exhibits in connection with same (2.50)

08/12/13 PJB2	Review correspondence and attached excel financial spreadsheets in connection with document review for JSN litigation and Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.30)	2.30
08/12/13 MK	Complete review of final document review protocol memorandum and exhibits and other relevant documents as background for document review in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130808 PROD001 Batch00020 and 20130808 PROD003 CON Batch00008, each with James Young as custodian, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in connection with same (3.90)	6.80
08/12/13 GES	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on identifying and valuing collateral relevant to claims relating to transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (8.40)	8.40
08/12/13 DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (including documents related to financial positions and collateral releases and financial statements filed by Wells Fargo) and related documentation (8.90)	8.90
08/12/13 MB2	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on Bates ranges Prod003 CON Batch 28, 1 - 10, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.20)	1.20
08/12/13 HH	Continue review of documents focusing on prepetition loan documents and credit agreements in connection with review to be performed in connection with dispute with JSN's over lien value and purported entitlement to post-petition interest, as Wells Fargo and noteholders	2.00

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UBS and Loomis are conflict parties (1.70); correspond with B. Kotliar re: factual issues re: same (.30)

08/13/13 MB	Review correspondence from R. Abdelhamid of Morrison & Foerster concerning document review, including isolating documents, in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.20)	0.20
08/13/13 DS	Review of documents produced by Debtors in JSN Adversary Proceeding focusing on Bates ranges RCUCCJSN10013094-2848, and mark the documents by issue and document-type so that documents may be used in preparation for upcoming deposition and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.40); follow-up correspondence with J. Berman, E. Tobin, D. Bloom, J. Weber, and B. Kotliar re: specific substantive questions and factual issues pertaining to individual documents in connection with same (.30)	2.70
08/13/13 RH1	Attention to various correspondence with V. Hing, E. Tobin, J. Berman and telephone conference with E. Tobin re: document review project in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.20); attention to correspondence with J. Berman re: ResCap document review protocol and related exhibits in connection with same (.10); review ResCap document review protocol and related exhibits, including list of Junior Secured Noteholders (JSNs), ResCap major events timeline, Debtors names and organizational charts, JSNs' document request list, UMB Bank JSN document requests, Debtors' responses to JSNs 1st RFP, Debtors' responses to Wells Fargo's 1st RFP, Chart re: JSN requests, FTI PPT re: intercompany debt in connection with same (2.40); review correspondence with E. Tobin, A. Anon, N. Mazanitis, R. Hum, J. Berman re: ResCap Issue Coding List in connection with same (.10); review ResCap Issue Coding List and time entry guidelines in connection with same (.20); review correspondence with R. Abdelhamid of Morrison & Foerster re: Night Owl shortcut/technical issues in connection with same (.20)	3.20
08/13/13 EC	Review approximately 800 documents produced to the JSNs in the adversary proceeding re: prepetition liquidity and uses of collateral and other analysis of prepetition financial condition and marking documents by issue and document type for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (8.60); review document	9.20

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review protocol and time line of events and provide context for events reflected in documents reviewed to ensure proper coding of ambiguous documents likely to be useful in preparation for depositions (.60)

08/13/13 MPJ	Review and analyze documents produced to the Debtors relating to (a) Residential Capital's borrowing under the GMAC LOC in Fall 2009, (b) Residential Capital's internal controls for financial reporting utilized in 2009, and (c) Residential Capital's receipt of TARP funds, in order to identify relevant documents for use in upcoming depositions in connection with Curtis' representation as conflicts counsel in the dispute with the Junior Secured Noteholders regarding the value and extent of the JSNs' liens, as Wells Fargo and noteholders Loomis and UBS are conflict parties (9.10)	9.10
08/13/13 BMK	Review first 400 documents in Prod Con 5 Batch 15 in connection with JSN Adversary Proceeding where Wells Fargo, and noteholders Loomis and UBS are conflict parties for use in trial preparation and in Plan confirmation (8.70)	8.70
08/13/13 SRM	Discuss case and send relevant background materials to A. Anon and N. Mazanitis in connection with dispute with the JSNs over lien value and purported entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); begin review and issue coding correspondence and draft agreements in batch Prod 5 Con 7 in connection with same (8.60)	9.00
08/13/13 PK	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on the Rescap/AFI Revolver, other security/loan/pledge agreements, correspondence re: same and other security/loan/pledge agreements, and Board Presentations re: same and other security/loan/pledge agreements, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.30)	4.30
08/13/13 DAB	Extensive review and analysis of documents from Prod003 CON Batch 23 of Debtors' production in JSN litigation in which Wells Fargo noteholders UBS and Loomis are conflict parties for use in trial preparation and in connection with Plan confirmation (9.50)	9.50
08/13/13 SEP	Review documents produced by Debtors in the JSN Adversary Proceeding which pertain to Debtors' pre-petition financial condition and identification and valuation of disputed collateral, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for	3.90

depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.90)

08/13/13 MS8	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on Prod 5 PEO Batch 3 (RereviewDocuments 100-150 Review 150-220), and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.10); review document review protocol in connection with same (.90)	6.00
08/13/13 PJB2	Review documents in connection with JSN Adversary Proceeding in preparation for upcoming discovery and depositions for the trial and Plan confirmation where Wells Fargo and noteholders UBS and Loomis are conflict parties (2.00)	2.00
08/13/13 MK	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on documents in 20130808 PROD003 CON Batch00008, with James Young as custodian, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (10.60)	10.60
08/13/13 GES	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on identifying an valuing collateral relevant to claims relating to transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.80); correspond with J. Berman re: issues related to document review protocol and potential uses of documents connection with same (.30)	6.10
08/13/13 MB2	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on Bates ranges Prod003 CON Batch 28, 11 - 27, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.80)	2.80
08/13/13 HH	Continue review of documents focusing on prepetition	4.30

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credit agreements in connection with review to be performed in connection with dispute with JSNs over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties (4.00); correspond with B. Kotliar and J. Weber re: questions related to same (.30)

08/13/13 AVA	Attend training on use of document review software in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.60); review pleadings and background materials in preparation for review of documents produced by Debtors in connection with same for use in the trial and in Plan confirmation (1.70)	2.30
08/13/13 RTH	Review document review protocol and exhibits thereto for background in connection with review of documents produced by Debtors in the JSN Adversary Proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.20)	2.20
08/14/13 MB	Review correspondence from R. Abdelhamid of Morrison & Foerster concerning document review tags in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest in connection with JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Loomis and UBS (.20)	0.20
08/14/13 DS	Review of documents produced by Debtors in JSN adversary proceeding focusing on Bates ranges RCUCCJSN10013538-4067, and mark the documents by issue and document-type tags in order that documents may be used in preparation for upcoming deposition and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.10)	3.10
08/14/13 RH1	Attention to correspondence from E. Tobin and R. Hum re: Relativity and JSN Doc Review training in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.10); attention to correspondence from R. Abdelhamid of Morrison & Foerster re: Revised Document Review Protocol for ResCap JSN Doc Review, new coding layout for Relativity, list of new issue tags and list of top 7 intercompany balances in connection with same (.10); review Revised Document Review Protocol, new coding layout for Relativity, and list of new issue tags and list of top 7 intercompany balances (.40); attention to correspondence from E. Tobin re: cash collateral tags, technical issues w/ Relativity, and additional background documents for use in JSN Doc Review and marking of documents by issue and document-type	2.60



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tags, including Excerpts from Examiner's Report, glossary of defined terms, list of debtors, and key event timeline, Debtor's Amended Complaint, Creditors' Committee's Complaint, and Ad Hoc Group's Counterclaims against Debtors in connection with same (.10); review additional background documents provided by E. Tobin in connection with same (1.90)

08/14/13 JO	Confer with T. Laurer, V. Atkinson, B. Doline, and K. Behrouz re: commencing document discovery and background to JSN Adversary Proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.20); review correspondence on introduction to the document discovery sent by E. Tobin with instructions as to how to conduct document tagging and other necessary directions in connection with same (.30); research background to the case and review document protocol in connection with same (.50)	2.00
08/14/13 HS2	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on debtor financial statements from 2008 and board presentations on various topics in 2008, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.50)	5.50
08/14/13 EC	Review approximately 650 documents produced by to the JSNs in the Adversary Proceeding that relate primarily to prepetition financial condition and incurrence of AFI LOC and Revolver indebtedness and marking documents by issue and document type for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (8.80); review counterclaims and time line of ResCap events in connection with review of documents to assist in identification of relevant documents (.80)	9.60
08/14/13 MPJ	Review and issue tag documents produced by the Debtors' regarding (a) the internal controls used by Residential Capital for financial reporting in 2008 and 2009, (b) Residential Capital's monthly reporting obligations under the GMAC LOC, and (c) Ally Bank's financial position in 2012 prior to the bankruptcy, in order to assist in deposition and trial preparation in connection with the JSN adversary proceeding as Wells Fargo and noteholders Loomis and UBS are conflict parties (6.20); review updated document review protocol circulated by R. Abdelhamid of Morrison & Foerster in connection with tagging documents in connection with same (.90)	7.10

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08/14/13 BMK	Continue review of remaining 200 documents in Prod Con 5 Batch 2 in connection with consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.30); review email from R. Abdelhamid of Morrison & Foerster re: updated tagging procedures and protocol in connection with same (.80)	4.10
08/14/13 SRM	Revise issue tags for documents that were previously categorized as "swap" agreements in Batch Prod 5 Con 7 in connection with dispute with the JSNs over lien value and purported entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); begin reviewing and issue coding documents in batch Prod 5 Con 45 in connection with same (8.00); review revised document protocol and issue tags in connection with same (1.00)	9.50
08/14/13 JTW	Review documents produced by Debtors in the JSN adversary proceeding including bates numbers RCUCCJSN 10210123 - 10210418 and RCUCCJSN 10293166 - 10294797, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.90); review revised document review protocol in connection with same (.30)	5.20
08/14/13 PK	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on the Rescap/AFI Revolver, Servicing Agreements, and Other Security/Loan/Pledge Agreements and Correspondence and Board Presentations re: the Rescap/AFI Revolver, Servicing Agreements, and Other Security/Loan/Pledge Agreements, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.00); review Revised Document Review Protocols, New Issue Tags materials, and Top Seven Intercompany Net Balances materials in connection with same (.60); correspondence with M. Stookey re: same (.60)	4.20
08/14/13 DAB	Extensive further review and analysis of documents from Prod003 CON Batch 23 of Debtors' production in JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties for use in preparing for trial and plan confirmation (4.50)	4.50
08/14/13 SEP	Review documents produced by Debtors in the JSN Adversary Proceeding which pertain to Debtors'	8.70

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pre-petition financial condition, JSN offering documents, the JSN indenture, and the AFI/GMAC Revolver, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (8.70)

08/14/13 MS8	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on Prod 5 PEO Batch 3, Documents 200-244, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.20); review revised Document Review Protocol and corresponding exhibits re: proper document review protocol and tagging in connection with same (2.80)	9.00
08/14/13 PJB2	Review of emails and underlying documents, including spreadsheets and draft contracts, in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties and tagging issues of the underlying collateral of the JSNs and release of liens in connection with same (8.60)	8.60
08/14/13 MK	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on documents in 20130808 PROD003 CON Batch00008 with James Young as custodian and 20130811 PROD005 CON00025 with Joe Ruhlin as custodian, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (9.80); begin reviewing and revising substantive review protocol memorandum in connection with same (.90)	10.70
08/14/13 GES	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on identifying and valuing collateral relevant to claims relating to transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.50)	5.50
08/14/13 VA	Attend meeting convened by T. Laurer to introduce the	3.40

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London office to the document review projects re: JSN Discovery and Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); review all attachments to the email sent by E. Tobin on August 14, namely, the Document Review Protocol and additional exhibits providing relevant background information in connection with same (2.20)

08/14/13 KB	Briefing with J. Ogilvie, V. Atkinson, B. Doline, and T. Laurer for new members of JSN Doc Review in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, re: background to the case and facts related to document review project (1.20)	1.20
08/14/13 DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (including documents related to financial positions and liquidity of ResCap) (7.40)	7.40
08/14/13 MB2	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on Bates ranges Prod003 CON Batch 28, 27 - 47, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.70); review revised protocol and issue tags in connection with same (1.00)	2.70
08/14/13 HH	Continue reviewing documents focusing on prepetition RMBS and other agreements in connection with review to be performed in connection with dispute with JSNs over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties (3.40); review revised document protocol in connection with same (.60); correspond with E. Tobin re: questions related to same (.20)	4.20
08/14/13 AVA	Continue to review background materials in order to prepare to review documents produced by Debtors in the JSN adversary proceeding in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.10)	1.10
08/14/13 KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10008349 to 10010999) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN	5.30

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adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.30)

08/15/13 JD3	Review revised document review protocol and related correspondence re: JSN document review project in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80)	0.80
08/15/13 MB	Review correspondence from R. Abdelhamid of Morrison & Foerster concerning document review tag, in particular tags concerning potentially privileged documents, in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.10)	0.10
08/15/13 DS	Review of documents produced by Debtors in JSN adversary proceeding focusing on Bates ranges RCUCCJSN10014068-4259, and mark the documents by issue and document-type tags in order that documents may be used in preparation for upcoming deposition and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.60)	2.60
08/15/13 RH1	Participate in Relativity database training conducted by C. Breyer (Night Owl Discovery) in connection with document review in Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); attention to correspondence with E. Tobin re: additional background documents for review, including Residential Capital Glossary, List of Debtors and Timeline, Debtors' Amended Complaint, JSNs' Amended Counterclaim, and Residential Capital Committee Complaint in connection with same (.10); review additional background documents provided by E. Tobin in connection with same (1.10)	1.80
08/15/13 JO	Attend online teleconference training for Night Owl document review system and review online system regarding document discovery in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.60); coordinate London associates and trainee solicitors for document discovery, including ensuring allocation of documents instructions from New York office and general understanding of background to case matter at hand (.50)	1.10
08/15/13 HS2	Review documents produced by Debtors in the JSN Adversary Proceedings, focusing on debtor financial statements from 2008 and various correspondence among executive officers in 2008, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions	2.60

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and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.60)

08/15/13 EC	Review approximately 475 documents produced by to the JSNs in the adversary proceeding that relate primarily to prepetition financial condition of the debtors and movement of collateral in and out of the AFI Revolver and LOC facility and marking documents by issue and document type for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (9.90); confer with M. Jones re: protocols relating to document tags for potential clawback of privileged material, if found, and new tagging for documents relating to cash collateral order and DIP financing (.20)	10.10
08/15/13 MPJ	Review and issue code documents produced by the Debtors relating to, among other topics, (a) Residential Capital's deposit accounts at JP Morgan, (b) FTL's projections of asset recoveries in the bankruptcy proceeding, and (c) the Barcalays Debtor-In-Possession financing agreement, so that such documents can be used in deposition and trial preparation in connection with same in connection with Curtis' representation in the dispute with the Junior Secured Noteholders, as Wells Fargo and noteholders Loomis and UBS are conflict parties (2.50); discuss with E. Combs review protocol and various potentially privileged documents in connection with potential clawbacks re: same (.20)	2.70
08/15/13 BMK	Review 350 documents in Prod 5 Con Batch 15 in connection with consolidated JSN Adversary Proceeding for use in preparing for trial and Plan Confirmation where Wells Fargo and noteholders UBS and Loomis are conflict parties (5.40)	5.40
08/15/13 SRM	Continue reviewing and issue coding the documents produced by the Debtors, focusing on emails and correspondence from 2011 - 2012 from custodian H. Anderson in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (10.30)	10.30
08/15/13 JTW	Review documents produced by Debtors in the JSN adversary proceeding including bates numbers RCUCCJSN10293166 - 1025549, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and	3.10

noteholders UBS and Loomis (3.10)

08/15/13 PK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on swap-related documents, financial projections and analyses, loan/security/pledge agreements, servicing agreements, and related correspondence, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.00); review Revised Document Review Protocols in connection with same (.70)	2.70
08/15/13 SEP	Review documents produced by Debtors in the JSN Adversary Proceeding which pertain to the JSN offering documents, the JSN Indenture and the AFI/GMAC Revolver, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (11.80)	11.80
08/15/13 MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Prod 5 PEO Batch 3 (Documents 244-362), and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (10.00); review Updated Document Review Protocol and corresponding exhibits in connection with same (2.50)	12.50
08/15/13 MK	Review new substantive review protocol memorandum in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130811 PROD005 CON00025 with Joe Ruhlin as custodian, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation (3.60); correspond with E. Tobin, J. Berman and R. Abdelhamid of Morrison & Foerster regarding tagging issues and status of same (.30)	5.10
08/15/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on mechanics of	6.10

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transactions of transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.10)

08/15/13 VA	Review all attachments to R. Abdelhamid of Morrison & Foerster re: document review update, specifically, (i) Rescap substantive Revised Protocol, (ii) New Issue Tags, and (iii) DS ICC Exhibit in connection with preparation for document review for the JSN adversary proceeding and in connection with Plan Confirmation in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.90); review all attachments to E. Tobin email re: Residential Capital Document Review - Additional Information, namely (i) Glossary, list of Debtors and timeline (ii) Debtors Amended Complaint (without exhibits), (iii) JSNs Amended Counterclaims, (iv) Residential Capital Committee Complaint in connection with same (3.10); attend JSN Productions Relativity training conference in connection with same (.60)	5.60
08/15/13 KB	Attend Relativity document review website training in connection with document review of materials provided to JSNs light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.60); review of materials focusing on the adversary proceedings and the relevant background to the Chapter 11 filing in connection with same (4.80)	5.40
08/15/13 DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (including documents related to PATI equity pledges) (8.90)	8.90
08/15/13 MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates ranges Prod003 CON Batch 28, 48 - 150, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.40)	5.40
08/15/13 HH	Continue review of documents focusing on prepetition RMBS, credit facilities and other agreements in connection with review to be performed in connection with dispute with JSN's over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties	5.30



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(5.10); correspond with D. Bloom and B. Kotliar re: factual questions re: same (.20)

08/15/13 AVA	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents produced from custodian Sue Bode relating to accounting policies, borrowing base in February through March 2009 and other topics related to the Debtors claims, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.40)	4.40
08/15/13 KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10010999 to 10012541 and RCUCCJSN10062640 to 10063271) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN Adversary Proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (7.10); correspond with J. Berman, E. Tobin, J. Weber, D. Bloom, B. Kotliar and R. Abdelhamid of Morrison & Foerster regarding issues related to document review, including documents produced relating to amendment of MSR Loan Agreement in connection with same (.10)	7.20
08/15/13 RTH	Attend training for using Relativity database in connection with review of documents produced by Debtors in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.60)	0.60
08/16/13 JD3	Attend portion of meeting led by D. Bloom, E. Tobin, and J. Berman re: document review and follow up discussions with smaller group re: assignment to undertake second review of OID-related documents in connection with JSN document review project in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80); follow up discussions and correspondence with E. Tobin, J. Berman, and D. Bloom re: searching and filtering OID documents (.40); review of OID materials, including briefs and recent memorandum opinion (1.10)	2.30
08/16/13 MB	Review correspondence from D. Bloom concerning samples in document review in connection with dispute with JSNs over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.10); review correspondence from E. Tobin concerning tips for improved document review in connection with same (.20)	0.30

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08/16/13 DS	Review of documents produced by Debtors in JSN adversary proceeding focusing on Bates ranges RCUCCJSN10014260-398, and mark the documents by issue and document-type tags in order that documents may be used in preparation for upcoming deposition and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.70); follow-up correspondence with E. Tobin, J. Berman, D. Bloom, J. Weber, B. Kotliar, and R. Abdelhamid of Morrison & Foerster concerning questions with respect to particular documents in connection with same (2.00); attend team meeting led by E. Tobin & J. Berman, and D. Bloom to discuss new issue tags and substantive issues with respect to documents and how to appropriately tag (1.50)	5.20
08/16/13 RH1	Participate in Residential Capital JSN document review meeting led by D. Bloom, E. Tobin, and J. Berman in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50); attention to review of Residential Capital Examiner Report excerpt sent by E. Tobin in connection with same (.30); attention to various correspondence from J. Berman re: first batch assignment for Residential Capital document review (.10); review index of Residential Capital document samples and coding examples (.20)	2.10
08/16/13 JO	Review documents in connections with protocol for document tagging in the document discovery of documents produced by Debtors in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.40); correspond with T. Laurer, B. Doline, V. Atkinson, K. Behrouz, and S. Tsikata re: issues related to document review as noted in the protocol for document tagging as provided by the New York office (1.00); email correspondence with all offices involved in the document discovery of documents produced by Debtors in the JSN adversary proceeding re: tagging issues to date and clarification on correct tagging of documents (1.50)	4.90
08/16/13 HS2	Correspond with T. Laurer re: current status of review of documents that can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.00)	1.00
08/16/13 EC	Review approximately 260 documents produced by to the JSNs in the adversary proceeding relating primarily to the Debtors liquidity concerns and speculation about bankruptcy and potential, unconsummated purchase	7.40

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agreements as well as other documents relating to prepetition financial condition of the debtors and marking documents by issue in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (5.90); attend meeting led by D. Bloom, E. Tobin and J. Berman for update and additional guidance on document review procedure, protocol, and relevance determinations in connection with review of the documents produced to the JSNs (1.50)

08/16/13 MPJ	Attend team meeting and teleconference led by E. Tobin, J. Berman, and D. Bloom regarding document review protocol to answer key questions regarding best methods to identify and tag documents in connection with preparing for upcoming depositions and trial in connection with Curtis' representation in the dispute with the Junior Secured Noteholders regarding the extent and value of the JSNs' liens, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.50); review and issue-tag documents relating to Bank Swap Settlements, Liquidity Roll Forwards, and the trading levels of the Junior Secured Notes prior to bankruptcy filing in order to prepare for upcoming depositions and trial (3.60)	5.10
08/16/13 BMK	Finalize review of 150 documents in Prod Con 5 Batch 15 in connection with documents produced to JSNs in connection with the consolidated adversary proceeding where Wells Fargo, noteholders UBS, and Loomis are conflict parties (2.50)	2.50
08/16/13 SRM	Attend Residential Capital Substantive Document Review Meeting led by E. Tobin, J. Berman, and D. Bloom in connection with the dispute with the JSNs over lien value and purported entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); continue reviewing and issue coding the documents produced by the Debtors, focusing on emails and correspondence from 2011 - 2012 from custodian H. Anderson (6.40)	7.90
08/16/13 JTW	Conduct secondary review of all documents that reviewers have marked as "hot" in preparation for depositions and trial to locate possible documents that will be used as exhibits in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.60); review Examiner's report for clarification on issues related to the AFI LOC and the AFI Revolver (1.90); conduct document review as to documents with bates numbers RCUCCJSN10295551 -10297287 and mark the documents by issue and document-type tags so documents can be used in preparation for depositions	9.80

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and trial (4.00); correspond with R. Abdelhamid of Morrison & Foerster re: issues with coding and the second level review as well as clarifications as to directions provided to the document reviewers at the all hands meeting held earlier in the afternoon (.30)

08/16/13 PK	Attend meeting led by E. Tobin, J. Berman, and D. Bloom re: marking documents produced by Debtors in the JSN adversary proceeding by issue and document-type in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50); review Second Revised Document Review Protocols in connection with same (.60)	2.10
08/16/13 DAB	Commence review of several thousand documents marked "further review" by document reviewers in connection with documents produced by the Debtors to the JSNs in the consolidated adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.10)	3.10
08/16/13 SEP	Attend document review team meeting led by E. Tobin, J. Berman, and D. Bloom discussing new coding protocol for coding of documents reviewed in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); review documents produced by Debtors which pertain to swap related payments, the JSN Indenture, the AFI/GMAC Revolver, and unencumbered real property, among other issues, and mark the documents by issue and document type tags in connection with same (7.70); review new document review protocol for review of documents in connection with same (.60)	9.80
08/16/13 MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Prod 5 PEO Batch 3, Documents 363-374, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.50); review Updated Document Review Protocol and corresponding exhibits in connection with same (1.50); review example documents provided by D. Bloom for marking the documents by issue and document-type tags in connection with same (2.50); telephonically attend meeting led by J. Berman, E. Tobin, and D. Bloom in connection with same (1.50)	8.00
08/16/13 MK	Attend meeting led by E. Tobin, J. Berman, and D. Bloom to discuss review of documents produced by	1.50

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Debtors in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis including discussion of updated protocol and proper tagging procedures (1.50)

08/16/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on mechanics of transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.10); participate in meeting led by J. Berman, E. Tobin, and D. Bloom regarding document review protocol in connection with same (1.50)	3.60
08/16/13 VA	Attend meeting with T. Laurer, B. Doline, K. Behrouz, J. Ogilvie and S. Tsikata to discuss the background to the Residential Capital bankruptcy and the JSN proceedings in preparation for document review for the JSN adversary proceeding and in connection with Plan Confirmation in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.00); review all attachments to the email sent by E. Tobin on August 16th re: Residential Capital Substantive Review - New "Potential Clawback" Tag (i.e. 20 example documents for the document review meeting) in connection with same (.30); telephonically attend Residential Capital JSN Discovery weekly meeting led by D. Bloom, E. Tobin, and J. Berman re: update of procedures and status of review (1.50); review all attachments to the email sent by E. Tobin on August 16th RE: Residential Capital document review / follow-up from today's meeting / Privileged & Confidential, including the examiner's report, the meeting agenda and the substantive revised protocol in connection with same (1.80); email C. Grech with PC number to receive administrator rights in order to download Relativity software in connection with same (.10)	4.70
08/16/13 KB	Review of materials by Curtis and Morrison & Foerster in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, focusing on the adversary proceedings and the background to the Chapter 11 filing (3.30); attend meeting led by E. Tobin, J. Berman, and D. Bloom focusing on document review strategy in connection with same (1.50); attend meeting with T. Laurer, B. Doline, V. Atkinson, J. Ogilvie, and S. Tsikata focusing on background to the bankruptcy and the dispute in connection with same (1.00)	5.80
08/16/13 DG2	Attend additional information session led by E. Tobin, J. Berman, and D. Bloom to discuss updated and specific issues related to document review in connection with	7.30

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dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50); conduct review of documents in connection with dispute with JSNs (including documents related to amendment of facility agreements and liquidity report preparation) (5.80)

08/16/13 MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates ranges Prod003 CON Batch 28, 151 - 203, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.40); participate in portion of the review protocol training meeting led by E. Tobin, J. Berman, and D. Bloom (.50)	2.90
08/16/13 HH	Attend meeting led by E. Tobin, J. Berman, and D. Bloom re: protocol in connection with review to be performed in connection with dispute with JSN's over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.50); conduct review re: same with focus on documents pertaining to Debtors' prepetition financial condition (4.60)	6.10
08/16/13 AVA	Attend meeting regarding review of documents produced by Debtors led by E. Tobin, J. Berman, and D. Bloom in connection with preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50); review documents produced by Debtors in the JSN adversary proceeding, focusing on documents produced from custodian Sue Bode relating to accounting policies, borrowing base in February through March 2009 and other topics related to the Debtors claims, and mark the documents by issue and document-type tags so documents can be used in same (7.20)	8.70
08/16/13 KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10062640 to 10063666) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.50); attend document review all hands meeting led by E. Tobin, J. Berman, and D. Bloom in connection with same (1.50)	5.00

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08/16/13 RTH	Participate in document review meeting led by E. Tobin, J. Berman, and D. Bloom re: issues related to review of documents produced by Debtors in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50); review documents produced by Debtors in the JSN adversary proceeding, focusing on RCUCCJSN10654816 to RCUCCJSN10655409, and mark the documents by issue and document-type tags in connection with same (2.60)	3.10
08/17/13 EC	Prepare email in response to B. Kotliar questions relating to Flume facility to inform advice to be given to document reviewers related to tagging Flume documents in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.40); review documents relating to AFI LOC and compile list of potentially useful terms for use in additional levels of review and examples of important documents relating to AFI LOC for use in connection with deposition and trial in connection with same (3.90); prepare time line of events relating to creation and collateralization of AFI LOC in connection with review of documents in preparation for depositions and trial (.60); review documents produced to JSNs and UMB including primarily financial presentations provided to the ResCap board of directors relating to the Debtors' financial condition and options for the company leading up to Bankruptcy (2.80)	7.70
08/17/13 MPJ	Review documents produced by the debtors regarding Residential Capital's pre-petition financial condition and liquidity availability under the AFI / GMAC Revolver, and code same in order to prepare for depositions and trial in connection with Curtis' role as conflicts counsel in the dispute with the Junior Secured Noteholders as Wells Fargo, Loomis, and UBS are conflict parties (.40)	0.40
08/17/13 BMK	Finalize review of remaining documents in Prod Con 5 Batch 5 and Prod Con 2 Batch 2 in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20); email correspondence with R. Abdelhamid of Morrison & Forester and E. Tobin re: same and receiving next assignment re: review of documents of Ad Hoc Group in connection with upcoming deposition of individual noteholders (.30)	2.50
08/17/13 JTW	Conduct secondary review of all documents marked "hot" re: possible use of documents as exhibits for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.80)	5.80

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08/17/13 PK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on asset sales, post petition financial condition, and related board resolutions, unanimous written consents, and correspondence, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.60)	1.60
08/17/13 SEP	Review documents produced by Debtors in the JSN adversary proceeding which pertain to assets pledged by the Debtors to secure the AFI LOC, swap related payments, the JSN indenture, the AFI/GMAC Revolver, and other loan servicing agreements, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (7.60)	7.60
08/17/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on mechanics of transactions of transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.10)	4.10
08/17/13 DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders Loomis and UBS (including liquidity reports and MSR status) (4.90)	4.90
08/17/13 MB2	Review training documents, review protocol and court documents in connection with documents produced by Debtors in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (2.10)	2.10
08/17/13 AVA	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents produced from custodian Sue Bode relating to accounting policies, borrowing base in February through March 2009 and other topics related to the Debtors claims, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties	1.20



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Wells Fargo and noteholders UBS and Loomis (1.20)

08/17/13 KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN63666 to 10064135) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.10)	3.10
08/18/13 RH1	Review documents and correspondence related to Apollo / AFI financing transactions conducted in June 2010, including drafts and executed copies of Intercreditor Agreements, Mortgage Sale Agreements, Deeds of Charge, Guarantee and Indemnity, Cash Allocation Agreement and related exhibits and schedules in connection with preparing for trial in the JSN Adversary Proceeding and plan confirmation as Wells Fargo, noteholders Loomis and UBS are conflict parties (6.40); prepare materials and identify issues re: same (.60); meet with E. Combs to discuss bilateral facility tagging issues (.20)	7.20
08/18/13 EC	Review documents produced to the JSNs relating to analysis of prepetition financial condition, analysis of outstanding financing facilities and forecasts of ResCap's business unit prospects prior to bankruptcy and tagging documents by issue and document type for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (6.60); meet with R. Hanson to discuss bilateral facilities and conduit financing to assist his tagging of documents relating to those areas in connection with same (.20)	6.80
08/18/13 MPJ	Review and issue code documents produced by the Debtors in the adversary proceeding with the Junior Secured Noteholders regarding Residential Capital's liquidity in late 2010 and early 2011, to assist in preparation for depositions and trial in the JSN Adversary Proceeding and plan confirmation as Wells Fargo and noteholders UBS and Loomis are conflict parties (2.00)	2.00
08/18/13 BMK	Review first 150 documents contained in ad hoc group's production in connection with consolidated JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (2.20)	2.20
08/18/13 SRM	Finish tagging custodian Heather Anderson's documents in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00); begin review of custodian C. Dondzila's documents in connection with	3.10

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same (2.10)

08/18/13 JTW	Review documents produced by Debtors in the JSN adversary proceeding including bates numbers RCUCCJSN10422382 - 10422768, and mark the documents by issue and document-type tags so documents can be used in connection with Consolidated JSN Adversary Proceeding and Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.50)	2.50
08/18/13 PK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on CFDR, Debtor's Financial Statements, Post Petition Collateral, 2012 Asset Sales, the AFI/GMAC Revolver, the AFI Line of Credit, Barclay's DIP, Borrowing Base Reports, Ginnie Mae Servicing Rights, and related Correspondence, Board Presentations, and Financial Adviser Presentations, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.70)	3.70
08/18/13 DAB	Continue review of documents marked "further review" by document reviewers in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (10.30)	10.30
08/18/13 SEP	Review documents produced by Debtors in the JSN adversary proceeding which pertain to the 2012 asset sales, PATI/RAHI equity pledges, swap related payments, the JSN indenture, the AFI/GMAC revolver, and broker agreements, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (9.60)	9.60
08/18/13 MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Batch Prod 5 PEO Batch 3, Review Documents 374-406, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.60); review Updated Document Review Protocol and corresponding exhibits in preparation for reviewing the documents produced by the Debtors in connection with same (1.10); review example documents provided by D. Bloom to give	5.80

guidance for marking the documents by issue and document-type tags in connection with same (1.10)

08/18/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on mechanics of transactions of transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.80)	1.80
08/18/13 MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates ranges Prod003 CON Batch 28, 204 - 411, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.50)	5.50
08/18/13 HH	Review documents in connection with dispute with JSNs over lien value and purported entitlement to post-petition interests for use in preparing for trial and plan confirmation, as Wells Fargo and noteholders UBS and Loomis are conflict parties (2.10)	2.10
08/18/13 AVA	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents produced from custodian Sue Bode relating to accounting policies, borrowing base in February through March 2009 and other topics related to the Debtors claims, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.50)	5.50
08/18/13 KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10280658 to 10281285) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.60); correspond with J. Berman, E. Tobin, B. Kotliar, D. Bloom and J. Weber and R. Abdelhamid of Morrison & Foerster regarding questions re: documents concerning permanent paydowns of AFI Revolver (.20)	3.80
08/19/13 RH1	Attention to review of and application of issue / document tags to JSN Documents in light of involvement of conflict parties Wells Fargo and	5.60

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noteholders UBS and Loomis, including review and tagging of documents related to sale of mortgage loans by GMAC-RFC Limited to Webb Residential Limited, Note Issuance Facility Deed between Apollo and AFI, and related correspondence and transaction documents with parties including Webb S.a.r.l., Webb II S.a.r.l., Barclays, ResCap (as Guarantor of the GMAC-RFC Ltd. loans sold under the Mortgage Sale Agreements) (4.90); attention to correspondence with R. Abdelhamid of Morrison & Foerster re: Relativity shortcuts added by Night Owl to streamline review (.10); continue review and consultation of JSN Doc Review materials, including adversary complaint for declaratory judgment, Glossary of terms and list of filing entities for JSN Document review, for guidance in applying issue and document type tags to JSN Documents for extraction and potential use in depositions and other litigation proceedings (.60)

08/19/13 JO	Review documents produced by Debtors in the JSN adversary proceeding, focusing on batch number Prod6 CON 27, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.70); review correspondence from E. Tobin regarding document tagging in connection with same (.70)	7.40
08/19/13 HS2	Review documents produced by Debtors in the JSN adversary proceedings, focusing on debtor financial statements from 2008 and various correspondence among executive officers in 2008, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.50)	3.50
08/19/13 EC	Review hundreds of documents produced by the Debtors to the Ad Hoc Group of JSNs including primarily documents and backup information used in preparation for a number of Residential Capital board meetings, analysis of outstanding financing facilities and reports from Residential Capital business units prior to bankruptcy, among others and tagging documents by issue and document type for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (4.10); conduct additional review of documents relating to the AFI LOC and release of collateral in order to prepared time line and list of helpful search terms for use in preparation for depositions (4.90); prepare time line	10.30

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and list of helpful search terms in connection with additional review of documents for deposition preparation (1.30)

08/19/13 MPJ	Review and code documents produced by the Debtors relating to (a) RBS's exchange of cash for treasuries as collateral in 2011, (b) Residential Capital's decision to add additional collateral to the AFI LOC, and (c) Residential Capital's Roll Forward Schedules describing available liquidity, in order to prepare for upcoming depositions and trial in connection with Curtis' role as conflicts counsel in the dispute with Junior Secured Noteholders over the extent and value of their liens, as Wells Fargo and noteholders UBS and Loomis are conflict parties (5.00)	5.00
08/19/13 BMK	Review documents numbered 150 through 600 produced by the ad hoc group of junior secured noteholders in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties for use in upcoming Rule 30(b)(6) deposition of Ad Hoc Group (7.70)	7.70
08/19/13 SRM	Continue reviewing and issue coding the documents produced by the Debtors, concentrating on custodian C. Dondzila in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (10.00)	10.00
08/19/13 JTW	Review of documents leading up to the exchange offer marked hot, with particular focus on those documents from Jan. 1, 2008 through and including Jun. 30, 2008 in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.20)	4.20
08/19/13 PK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on the AFI/GMAC Revolver and Correspondence and Board Presentations containing analysis of the Debtor's Pre-Petition Financial Condition, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.00)	3.00
08/19/13 DAB	Continue review of documents marked "further review" by document reviewers in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (9.50)	9.50
08/19/13 SEP	Discussion with E. Tobin, J. Berman, D. Bloom, and R. Abdelhamid of Morrison & Foerster regarding the	10.90

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appropriate issue coding of documents consisting of debtors' financial statements in connection with preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); review documents produced by Debtors in the JSN adversary proceeding which pertain to the 2012 asset sales, Barclays DIP, the AFI/GMAC revolver, other facilities and broker agreements, among other issues, and mark the documents by issue and document type tags so documents can be used in connection with same (10.70)

08/19/13 MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Batch Prod 5 PEO Batch 3, Review Documents 406-XXX, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.00); review Updated Document Review Protocol and tagging procedures in connection with same (1.00); review example documents provided by D. Bloom to give guidance for marking the documents by issue and document-type tags in connection with same (.90)	4.90
08/19/13 PJB2	Review of emails and attached spreadsheets and draft contracts, in connection with the JSN adversary proceeding commenced by the Debtors where Wells Fargo and noteholders Loomis and UBS are conflict parties and tag issues re: underlying collateral of the JSNs for purposes of preparing for depositions and ongoing discovery (6.90)	6.90
08/19/13 MK	Review notes and sample documents from document review meeting in connection with preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.80); review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130811 PROD005 CON00025 with Joe Ruhlin as custodian, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in connection with same (8.20)	9.00
08/19/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on identifying an valuing collateral relevant to claims relating to transactions at issue, and mark the documents by issue and document-type tags so documents can be	2.30

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used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.30)

08/19/13 VA	Review documents produced by the Debtors in the JSN adversary proceeding, focusing on finance related documents belonging to custodian Sue Bode, contained in batch PROD 006 CON 33 (documents 1 to 27), and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (7.30)	7.30
08/19/13 KB	Review of first batch of documents produced by Debtors in the JSN adversary proceeding focusing on information relating to key custodians (documents 1-54) in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (8.20)	8.20
08/19/13 DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, including review of prepetition liquidity reports (3.40)	3.40
08/19/13 MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates ranges Prod003 CON Batch 28, 412 - 500 and Prod003 CON Batch 4, 1 - 137, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (9.00)	9.00
08/19/13 HH	Continue review of documents in connection with dispute with JSN's over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties (4.10)	4.10
08/19/13 AVA	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents produced from custodian Sue Bode relating to accounting policies, borrowing base in March 2009 through approximately May 2009 and other topics related to the Debtors claims, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.00)	3.00

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08/19/13 RTH	Review documents produced by Debtors in the JSN adversary proceeding, focusing on RCUCCJSN10655410 to RCUCCJSN10657298, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.80)	5.80
08/20/13 MB	Review documents in connection with dispute with JSN's over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, focusing on 2012 Asset Sale documents (3.50); review correspondence from R. Abdelhamid of Morrison & Foerster regarding document review process in connection with same (.20)	3.70
08/20/13 DS	Review of documents produced by Debtors in JSN adversary proceeding focusing on Bates ranges RCUCCJSN10014399-14625, and mark the documents by issue and document-type tags in order that documents may be used in preparation for upcoming deposition and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.00)	1.00
08/20/13 RH1	Attention to review of JSN Documents in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, including review and tagging of issues / document type of various correspondence and documents related to Ally Financial Inc. (AFI) / Apollo European Principal Finance Fund L.P. transaction in June 2010, such as Mortgage Sale Agreements, Deeds of Assumption and Resignation, Security Agreements, First Director's Certificates, Second Director's Certificates, Servicing Agreements, Intercreditor Agreements, Deeds of Charge, Assignment and Indemnity Agreements, Cash Administration Agreements, Declarations of Trust, Third Director's Certificates, Crown Servicing Side Letter, Note Issuance Facility Deed (NIFD) and related transaction documents and exhibits involving GMAC-RFC Limited, Webb Residential Limited, Webb S.a.r.l., Webb II S.a.r.l., Barclays, and Residential Capital (as Guarantor of the GMAC-RFC Ltd. loans sold under the Mortgage Sale Agreements, and various documents related to Flume (No.8) Loan Sale and Purchase Agreement dated June 4, 2008 and amended July 19, 2009) (8.60); correspondence with J. Weber to discuss general tagging guidance for AFI / Apollo and Flume (No.8) transactions in connection with same (.20)	8.80



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08/20/13 JO	Review documents produced by Debtors in the JSN adversary proceeding, focusing on batch number Prod6 CON 27, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.60)	6.60
08/20/13 HS2	Review documents produced by Debtors in the JSN adversary proceedings, focusing on debtor financial statements from 2008 and sale of various assets in 2008, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.30)	3.30
08/20/13 EC	Review approximately 70 documents relating to Debtors' liquidity and general financial condition around the petition date and marking document to assist preparation for depositions and upcoming trial against JSNs in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (2.60)	2.60
08/20/13 MPJ	Review and issue tag documents already produced by the Debtors' relating to (a) the Debtors' efforts to sell the company in 2010 to various potential banks, and (b) Residential Capital's liquidity status in 2010 and 2011, in order to prepare for depositions and upcoming trial in connection with Curtis' representation as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (5.40)	5.40
08/20/13 BMK	Review documents 600-1100 produced by the Ad Hoc Group of Junior Secured Noteholders in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties for use in preparing for deposition of Ad Hoc Group members (8.50)	8.50
08/20/13 SRM	Continue reviewing and issue coding the documents produced by the Debtors, focusing on custodian C. Dondzila in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50)	1.50
08/20/13 JTW	Continue secondary review of documents that reviewers have tagged as hot, with focus on documents from July 2008 through and including December of 2008, so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of	12.50

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involvement of conflict parties Wells Fargo and  
noteholders UBS and Loomis (12.50)

08/20/13	PK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Correspondence and Board Presentations containing analysis of the Debtor's Pre-Petition Financial Condition and the AFI/GMAC Revolver and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.00)	3.00
08/20/13	DAB	Continue review of documents marked "further review" by document reviewers in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (7.50)	7.50
08/20/13	SEP	Correspondence with E. Tobin, J. Berman, D. Bloom, and R. Abdelhamid of Morrison & Foerster regarding the appropriate issue coding of documents relating to the 2012 asset sales in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); review documents which pertain to the 2012 asset sales, the AFI/GMAC revolver, and the Debtors' use of cash held as of the bankruptcy filing that was subject to the liens of secured parties, among other issues, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding (11.20)	11.50
08/20/13	MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Batch Prod 5 PEO Batch 3, Review Documents xx-500, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.00); review Prod5 CON Batch 24, Review Documents 1-357, and mark the documents by issue and document-type tags (11.10); review Updated Document Review Protocol and corresponding exhibits (1.00); correspond with J. Berman, E Tobin, and R. Abdelhamid of Morrison & Foerster re: review batches in connection with same (.10)	15.20
08/20/13	PJB2	Review of emails and underlying documents, including financial spreadsheets and SEC filings, in connection with the JSN adversary proceeding commenced by the Debtors where Wells Fargo and noteholders Loomis and UBS are conflict parties and the issues of the	5.60

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underlying collateral of the JSNs and release of liens in connection with same (5.60)

08/20/13 MK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130811 PROD005 CON00025 with Joe Ruhlin as custodian, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (8.20)	8.20
08/20/13 VA	Review documents produced by the Debtors in the JSN adversary proceeding, focusing on finance related documents belonging to custodian Sue Bode, contained in batch PROD 006 CON 33 (documents 28 to 85), and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.80); correspondence with K. Behrouz re: issues related to the document review (.50)	6.30
08/20/13 KB	Review of first batch of documents produced by Debtors in the JSN adversary proceedings focusing on information relating to key custodians (documents 55-112) in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis for use in preparing for trial and plan confirmation (8.90)	8.90
08/20/13 DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (including sale of certain MSRs) (3.80)	3.80
08/20/13 MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates ranges Prod003 CON Batch 4, 138 - 431, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (8.80)	8.80
08/20/13 HH	Continue review of documents in connection with dispute with JSN's over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties (2.10); correspondence with internal team leaders E.	2.30

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Tobin and J. Berman re: same (.20)

08/20/13	AVA	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents produced from custodian Sue Bode relating to accounting policies, borrowing base in February through March 2009 and other topics related to the Debtors claims, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.50)	5.50
08/20/13	KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10281283 to 10281588) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.50)	5.50
08/20/13	RTH	Review documents produced by Debtors in the JSN adversary proceeding, focusing on RCUCCJSN10657299 to RCUCCJSN10659113, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.70)	5.70
08/21/13	MB	Review documents in connection with dispute with JSN's over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, focusing on loan servicing documents (1.30); continue document review, with a focus on documents concerning Barclays DIP in connection with same (4.60)	5.90
08/21/13	RH1	Attention to review of JSN Documents in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, including application of document tags by issue and document type, preparation of notes and comments regarding basis for tags, in order to assist with document categorization and identification for use in depositions and other potential adversary proceedings, including review and tagging of correspondence and transaction documents related to sale of UK / CE loan platform to Fortress (7.70)	7.70
08/21/13	JO	Review protocol and background documents in relation to the review of documents produced by the Debtors in the JSN Adversary Proceeding, focusing on batch	4.70

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number Prod6 CON 27, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.20); review correspondence re: same and proper tagging protocol (.30); confer with T. Laurer, V. Atkinson, B. Doline, K. Behrouz, J. Ogilvie, and S. Tsikata on the status of same (1.20)

08/21/13 HS2	Review documents produced by the Debtors in the JSN adversary proceedings, focusing on, among other things, debtor financial statements in 2012 prior to filing of petition and various correspondence related to repos, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (7.90)	7.90
08/21/13 MPJ	Review and issue tag documents from J. Young's electronic folder of board meeting presentations in order to prepare for upcoming depositions and trial in connection with Curtis' representation as conflicts counsel in the dispute with the Junior Secured Noteholders regarding the extent and value of the JSNs' liens, as Wells Fargo and noteholders Loomis and UBS are conflict parties (7.10)	7.10
08/21/13 BMK	Review documents 1100-1300 produced by the ad hoc group in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties to prepare for 30(b)(6) deposition of Ad Hoc Group members (3.70); review relevant docket filings, case pleadings, and orders in connection with same for outline of 30(b)(6) depositions of UMB and the ad hoc group handled by Curtis, including questions relating to cash collateral and asset sales (3.70)	7.40
08/21/13 SRM	Continue reviewing and issue coding the documents produced by the Debtors, focusing on custodian C. Dondzila in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.60)	3.60
08/21/13 JTW	Continue review of "hot" documents focusing on documents from Jan. 2009 through and including Feb. 2009, to identify possible deposition and trial exhibits in connection with Consolidated JSN Adversary Proceeding and plan confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20)	2.20

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08/21/13 PK	Review documents produced by Debtors in the JSN Adversary Proceeding, focusing on JSN Indenture/Pledge Agreements, JSN offering documents, pre-petition financial condition, borrowing base reports and related board presentations and correspondence, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.00)	5.00
08/21/13 DAB	Continue review of documents marked "further review" by document reviewers in connection with dispute with JSNs over extent, nature, and validity of the lien and in connection with Plan Confirmation as Wells Fargo and noteholders UBS and Loomis are conflict parties (6.70)	6.70
08/21/13 SEP	Correspondence with E. Tobin, J. Berman, D. Bloom, and R. Abdelhamid of Morrison & Foerster regarding the appropriate issue coding of documents to be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); review documents produced by Debtors in connection with same which pertain to the 2012 asset sales, the AFI/GMAC Revolver, postpetition cash collateral, and the DOJ/AG settlement, and mark the documents by issue and document type tags (11.40)	11.80
08/21/13 MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Prod5 CON Batch 24, Re-review and fix issues in Documents 1-357, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.60); review documents re: same, focusing on Prod5 CON Batch 24, Documents 357-500 (4.10); review Prod5 CON Batch 24 Review documents in connection with same, focusing on Prod5 CON Batch 62, Documents 1-349, and mark the documents by issue and document-type tags in connection with same (8.00); review Updated Document Review Protocol and corresponding exhibits in connection with same (1.10); correspond with J. Berman, E. Tobin and R. Abdelhamid of Morrison & Foerster re: review batches and solution of technical issues (.10)	14.90
08/21/13 MK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130811 PROD005 CON00025 with Joe Ruhlin as	6.60

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custodian and 20130808PROD003 CON Batch00032, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.60)

08/21/13	GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on identifying and valuing collateral relevant to claims relating to transactions at issue, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (7.60)	7.60
08/21/13	VA	Attend portion of update meeting with T. Laurer, B. Doline, K. Behrouz, J. Ogilvie, and S. Tsikata to discuss progress made with the document review and to discuss any issues raised in connection with same relating to the JSN Adversary Proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.70)	0.70
08/21/13	KB	Review first batch of documents produced by Debtors in the JSN adversary proceedings focusing on information relating to key custodians (documents 113-250) in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.10); attend Curtis London office discussion with T. Laurer, V. Atkinson, B. Doline, J. Ogilvie, and S. Tsikata regarding progress with issue tagging documents produced by Debtors in connection with same (1.20)	6.30
08/21/13	DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (including review of LOC borrowing base reports) (4.80)	4.80
08/21/13	MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates ranges Prod003 CON Batch 4, 432 - 500 and Prod7 CON 14, 1 - 200, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (7.00)	7.00
08/21/13	HH	Continue review of documents in connection with	5.60

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dispute with JSN's over lien value and purported entitlement to post-petition interests, as Wells Fargo and noteholders UBS and Loomis are conflict parties (5.60)

08/21/13	AVA	Continue to review background materials in order to prepare to review documents produced by Debtors in the JSN adversary proceeding in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.10)	1.10
08/21/13	KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10281589 to 10283682 and RCUCCJSN10411842 to 10412307) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (7.90)	7.90
08/21/13	RTH	Review documents produced by Debtors in the JSN adversary proceeding, focusing on RCUCCJSN10659113 to RCUCCJSN10660185, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.90)	3.90
08/22/13	MB	Review documents in connection with dispute with JSN's over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, focusing on 2012 asset sales (4.30); review correspondence from R. Abdelhamid of Morrison & Foerster regarding review process in connection with same (.10)	4.40
08/22/13	RH1	Attend to review of JSN documents in Relativity database in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, tag correspondence and transaction documents by issue and document type in accordance with review protocol so as to identify key documents for potential use in adversary proceedings, including review of various correspondence and transaction materials related to Fortress purchase of UK/CE loan platform in 2010 (5.80); attend to correspondence with R. Abdelhamid of Morrison & Foerster re: suspension of JSN document review and tagging (.10)	5.90
08/22/13	JO	Review protocol and background documents in relation to the document discovery review of documents	2.40



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produced by Debtors in the JSN adversary proceeding, focusing on batch number Prod6 CON 27, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.40)

08/22/13 EC	Review documents previously tagged for AFI LOC in order to generate relevant search terms for use in building deposition files for fact discovery in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.40); review documents produced by to the JSNs in the adversary proceeding that relate to analysis of prepetition financial condition and business reports and forecasts of Residential Capital by issue and document type in connection with same (.70)	2.10
08/22/13 MPJ	Analyze and issue tag documents relating to Residential Capital's use of electronic pool notifications, capital contributions to the BMMZ facility, and the use of TARP funds in order to prepare for upcoming depositions and trial in connection with Curtis' role as conflicts counsel in the dispute over the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo, UBS, and Loomis are conflict parties (2.80)	2.80
08/22/13 BMK	Finish review of documents 1300-1500 produced by ad hoc group in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties for use in connection with 30(b)(6) deposition (3.10); review entire first batch of documents, 1-120 produced by UMB Bank in connection with same (2.70); review case pleadings, orders, and relevant documents found in connection with same for 30(b)(6) deposition outline and questions of UMB and the ad hoc group relating to counterclaims and certain prepetition background to the bankruptcy filing and valuation (.90)	6.70
08/22/13 SRM	Continue reviewing and issue coding the documents produced by the Debtors, focusing on batch Prod 6 Con 108 in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (7.20)	7.20
08/22/13 JTW	Continue review of Debtors' document production re: "hot" documents for use in preparing for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis with particular focus on	3.20

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documents from Feb. 2009 through and including April 2009 (3.20)

08/22/13 SEP	Review documents produced by Debtors in the JSN adversary proceeding which pertain to the 2012 asset sales, the AFI/GMAC revolver, the DOJ/AG settlement, and the Debtors' prepetition financial condition and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (9.10); correspondence with E. Tobin, J. Berman, D. Bloom, and R. Abdelhamid of Morrison & Foerster regarding the appropriate issue coding of documents to be used in preparation for same (.10)	9.20
08/22/13 MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Prod6 CON 56, Documents 1-47, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (4.70); review Updated Document Review Protocol and corresponding exhibits in connection with same (1.10); correspond with J. Berman, E. Tobin, and R. Abdelhamid of Morrison & Foerster re: review batches and solution of technical issues in connection with same (.10)	5.90
08/22/13 PJB2	Review of emails and underlying documents, including spreadsheets and draft contracts, in connection with the JSN adversary proceeding and the issue of the underlying collateral of the JSNs where Wells Fargo and noteholders Loomis and UBS are conflict parties (7.90)	7.90
08/22/13 MK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130808PROD003 CON Batch00032, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (9.20)	9.20
08/22/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on identifying and valuing collateral relevant to claims relating to transactions at issue, as well as legal rights and obligations with respect to same, and mark the	6.20

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documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.20)

08/22/13 VA	Review documents produced by the Debtors in the JSN adversary proceeding, focusing on finance related documents belonging to custodian Sue Bode, contained in batch PROD 006 CON 33, and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.10); correspond with T. Laurer re: issues related to the document review in connection with same (.20)	2.30
08/22/13 KB	Review of first batch of documents produced by Debtors in the JSN adversary proceedings focusing on information relating to key custodians (documents 251-500) in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (8.10); review of second batch of documents produced by Debtors in the JSN adversary proceedings focusing on information relating to key custodians (documents 1-100) in connection with same (2.50)	10.60
08/22/13 MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates ranges Prod7 CON 14, 200 - 501, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.30)	4.30
08/22/13 KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10412307 to 10412438) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.70)	2.70
08/22/13 RTH	Review documents produced by Debtors in the JSN adversary proceeding, focusing on RCUCCJSN10660186 to RCUCCJSN10661441, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and	4.90

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noteholders UBS and Loomis (4.90)

08/23/13 JO	Review documents produced by Debtors in the JSN adversary proceeding, focusing on batch number Prod6 CON 27, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.30)	3.30
08/23/13 MPJ	Review and issue tag documents relating to the Debtors' use of TARP funds prior to the filing of bankruptcy in order to utilize such documents for deposition and trial preparation in connection with Curtis' representation as conflicts counsel regarding the dispute over the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10); conduct secondary review of documents tagged by prior document review team as "Hot" to verify content and relevance to deposition and trial preparations (3.00)	4.10
08/23/13 BMK	Review second batch of documents (1-170) produced by UMB Bank in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UMB and Loomis are conflict parties in preparation for 30(b)(6) deposition of same (3.30); review relevant case pleadings re: same including sale documents, first day pleadings and motions, and cash collateral orders for including into 30(b)(6) deposition outline and questions (1.70)	5.00
08/23/13 SRM	Continue reviewing and issue coding the documents in batch Prod 6 Con 108 in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest where Wells Fargo and noteholders Loomis and UBS are conflict parties (7.00)	7.00
08/23/13 DAB	Review documents for R. Abdelhamid of Morrison & Foerster in connection with H5 review of Debtors' production in connection with JSN litigation in which Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); correspond with J. Weber in connection with same (.20); draft email summarizing analysis of same (.30); review JSN custodian list per Carpenter Lipps email in connection with same (.40); review transactional documents per R. Abdelhamid email in connection with same (1.00); further review of "Hot" documents per E. Tobin request (1.60)	4.10
08/23/13 MK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130808PROD003 CON Batch00032, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in	4.20

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connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.20)

08/23/13	GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on identifying and valuing collateral relevant to claims relating to transactions at issue, as well as legal rights and obligations with respect to same, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (6.90)	6.90
08/23/13	KB	Review of second batch of documents produced by Debtors in the JSN adversary proceedings focusing on information relating to key custodians (documents 101-244) in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (7.70)	7.70
08/23/13	DG2	Conduct review of documents in connection with dispute with JSNs over, among other things, lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (including review of various borrowing base reports) (7.10)	7.10
08/23/13	MB2	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Bates ranges Prod7 CON 14, 502 - 546, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.40)	0.40
08/23/13	AVA	Continue to review background materials in order to prepare to review documents produced by Debtors in the JSN adversary proceeding, including documents produced for custodian Sue Bode, in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.50)	3.50
08/23/13	KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10412438 to 10413975) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.20)	5.20
08/23/13	RTH	Review documents produced by Debtors in the JSN	3.40

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adversary proceeding, focusing on RCUCCJSN10661442 to RCUCCJSN10662574, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.40)

08/24/13 EC	Review documents relating primarily to prospective sale of Debtors' business prepetition and related topics, including second level review of documents relating to AFI LOC incurrence of indebtedness, and marking documents for use in connection with upcoming depositions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (2.60)	2.60
08/24/13 MPJ	Review, analyze, and categorize documents identified as especially relevant by the original document review team in order to use said documents to prepare for upcoming depositions and trial in connection with Curtis' representation as conflicts counsel in the dispute with the Junior Secured Noteholders regarding the extent and value of the JSNs' liens where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.70)	2.70
08/24/13 MK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130808PROD003 CON Batch00032, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.80)	3.80
08/24/13 KB	Review of second batch of documents produced by Debtors in the JSN adversary proceedings focusing on information relating to key custodians (documents 245-500) in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.20)	4.20
08/24/13 AVA	Continue to review background materials in order to prepare to review documents produced by Debtors in the JSN adversary proceeding, including documents produced for custodian Sue Bode, in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.20)	1.20
08/25/13 JO	Review documents produced by Debtors in the JSN adversary proceeding, focusing on batch number Prod6	2.10

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CON 27, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.10)

08/25/13 HS2	Review documents produced by Debtors in the JSN adversary proceedings, focusing on, among other things, debtor financial statements in 2012 prior to filing of petition, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.70)	0.70
08/25/13 EC	Second level review of documents relating to AFI LOC indebtedness in order to assist preparation of depositions on collateral release issues in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UMB and Loomis are conflict parties (2.60); review Examiner's Report and other synopsis documents with additional information informing document review in connection with AFI LOC (.50)	3.10
08/25/13 MPJ	Review and categorize correspondence relating to the AFI LOC in order to use said correspondence in preparation for upcoming depositions and trial in connection with Curtis' representation as conflicts counsel in the dispute with the Junior Secured Noteholders regarding the extent and value of the noteholders' liens, as Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00)	1.00
08/25/13 MK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130808PROD003 CON Batch00032, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (3.60)	3.60
08/26/13 MB	Review documents in connection with dispute with JSN's over lien value and purported entitlement to post-petition interest in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis, focusing on AFI/GMAC senior revolver and BMMZ documents (5.10); review correspondence from E. Tobin concerning discovery review status in connection with same (.10)	5.20
08/26/13 DS	Review of documents produced by Debtors in JSN adversary proceeding focusing on Bates ranges RCUCCJSN10014625-869, and mark the documents	2.70

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by issue and document-type tags in order that documents may be used in preparation for upcoming deposition and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.70)

08/26/13 JO	Review documents produced by Debtors in the JSN adversary proceeding, focusing on batch number Prod6 CON 27, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.30)	4.30
08/26/13 MPJ	Review and issue code documents relating to the BMMZ facility, Residential Capital's potential IPO in 2011, and Residential Capital's 2011 Business Plan in order to prepare for upcoming depositions and trial in connection with Curtis' role as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens on the Debtors' assets, as Wells Fargo and noteholders Loomis and UBS are conflict parties (4.70); conduct secondary level review of documents identified as particularly relevant in connection with same (.40)	5.10
08/26/13 SRM	Continue reviewing documents produced in connection with the dispute with the JSNs over lien value and entitlement to post-petition interest, and finish issue coding batch Prod 6 Con 108 in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.00)	4.00
08/26/13 DAB	Further review of "hot" documents in Debtors' production in connection with JSN litigation in which Wells Fargo and noteholders Loomis and UBS are conflict parties (2.40); correspond with J. Weber re: open issues with respect to certain "hot" documents in connection with same (.40)	2.80
08/26/13 SEP	Review documents produced by Debtors in the JSN adversary proceeding which pertain to the GMAC revolver, GNMA, the 2012 asset sales, the DOJ/AG settlement, and the Debtors' prepetition financial condition and mark the documents by issue and document type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.20)	5.20
08/26/13 MS8	Review documents produced by Debtors in the JSN adversary proceeding, focusing on Prod6 CON 56, Documents 47-102, and mark the documents by issue	6.10



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and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.50); review Updated Document Review Protocol and corresponding exhibits in preparation for reviewing the documents produced in connection with same (.50); correspond with J. Berman, E. Tobin, and R. Abdelhamid of Morrison & Foerster re: review batches (.10)

08/26/13 PJB2	Continue review of emails and underlying documents in connection with the JSN adversary proceeding commenced by the Debtors where Wells Fargo and noteholders Loomis and UBS are conflict parties (6.80)	6.80
08/26/13 MK	Review documents produced by Debtors in the JSN adversary proceeding, focusing on documents in 20130808PROD003 CON Batch00032, referencing document review protocol memorandum and other relevant documents as necessary, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (5.10)	5.10
08/26/13 GES	Review documents produced by Debtors in the JSN adversary proceeding, focusing on identifying and valuing collateral relevant to claims relating to transactions at issue, as well as legal rights and obligations with respect to same, and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (4.60)	4.60
08/26/13 KAM	Review documents produced by Debtors in the JSN adversary proceeding (RCUCCJSN10413975 to 10414583) and mark the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.00)	2.00
08/27/13 MB	Correspond internally with E. Tobin concerning status of document review in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.10)	0.10
08/27/13 JO	Review correspondence regarding review of documents produced by Debtors in the JSN adversary	0.30

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proceeding and mark of the documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.30)

08/27/13	MPJ	Review and analyze documents previously identified by the Curtis review team as "hot" and categorize such documents for use in upcoming depositions and trial in connection with Curtis' representation as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo, UBS, and Loomis are conflict parties (3.60)	3.60
08/28/13	DAB	Further review of "Hot" documents in connection with JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.30); correspond with J. Weber re: open issues in connection with same (.40)	4.70
08/29/13	DAB	Additional review of "Hot" documents from Debtors' production in JSN litigation in where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.50)	5.50
08/30/13	DAB	Additional review of "Hot" documents from Debtors' production in JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.00); correspond with E. Tobin re: H5 review process in connection with same (.30)	5.30
TOTAL HOURS			1,894.80

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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Myles K. Bartley	Counsel	49.90	635	31,686.50
Hum, Raymond T	Counsel	29.60	635	18,796.00
Dora Straus	Associate	31.50	600	18,900.00
Douglas Glazer	Associate	79.60	600	47,760.00
James V. Drew	Associate	33.10	590	19,529.00
Ryan Hansen	Associate	44.90	560	25,144.00
Susan E. Park	Associate	140.50	520	73,060.00
George E. Spencer	Associate	85.40	520	44,408.00
Daniel A. Bloom	Associate	99.90	480	47,952.00
Maria Stookey	Associate	185.30	480	88,944.00
Peter Josef Buenger	Associate	61.70	425	26,222.50
Heather Hiznay	Associate	47.30	395	18,683.50
Kevin Arthur Meehan	Associate	55.20	375	20,700.00
Martin Brown	Associate	69.10	345	23,839.50
Holly Sawyer	Associate	48.20	305	14,701.00
Edward Combs	Associate	115.70	305	35,288.50
Michael P. Jones	Associate	100.30	305	30,591.50
Bryan M. Kotliar	Associate	98.70	305	30,103.50
Stephanie R. Morris	Associate	114.80	305	35,014.00
John Thomas Weber	Associate	75.50	305	23,027.50
Paisley Kadison	Associate	61.90	305	18,879.50
Jamie Ogilvie	Associate	39.10	300	11,730.00
Ada Victoria Anon	Associate	37.50	300	11,250.00
Michael Katoski	Associate	101.50	290	29,435.00
Victoria Atkinson	Legal Assistant	30.30	285	8,635.50
Karl Behrouz	Legal Assistant	58.30	285	16,615.50
		<b>1,894.8</b>		<b>\$770,896.50</b>

**TOTAL SERVICES**

**\$770,896.50**

**Summary of Expenses**

External Photocopy Services	49.40
Intercall Audio Conferencing	229.02

**TOTAL EXPENSES**

**\$278.42**

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**TOTAL THIS INVOICE**

**\$771,174.92**

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

November 14, 2013

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 SJR

Attention: Residential Capital, LLC

**Re: General Litigation Matters**

08/01/13 MG8	Review and further revise memorandum prepared by P. Buenger regarding issues raised by conflict party PNC Bank with respect to the Kessler Settlement involving the bar order, releases, and judgment credit (.70); confer with P. Buenger throughout the day regarding the same (.30); review M. Cohen suggestions to memo regarding PNC Bank issues with Kessler settlement and correspond with P. Buenger regarding same (.20); draft correspondence to J. Wishnew and N. Rosenbaum of Morrison & Foerster as well as M. Biggers and L. Marshall of Bryan Cave regarding research on bar order, releases, and judgment credit issues raised by PNC Bank in connection with Kessler class action settlement (.40)	1.60
08/01/13 PJB2	Correspondence with M. Gallagher re: Debtors' Motion to Approve settlement agreement between RFC and the Kessler Class Claimants in connection with non-mutual bar order in favor of debtor RFC against conflict party PNC Bank (.10); review Kessler Settlement Agreement and provisions in connection with same as filed with the Court (1.20); review Debtors' Motion to Approve Kessler Settlement Agreement and multiple declarations and exhibits in support of same (1.80); research re: effect of whether judgment credit provided to non-settling defendants in a settlement agreement between settling defendants and plaintiffs can be based upon settlement amount as recovered against settling defendants in their bankruptcy cases (2.40); research whether a judgment credit is required to non-settling defendants if settlement agreement provides for a nonmutual bar in favor of the settling defendants against potential contribution claims (1.70); update research email memorandum re: judgment credits and nonmutual vs. mutual bar orders (.60); follow-up correspondence with M. Gallagher and M. Cohen re: same (.10); revise memorandum re: same pursuant to comments from M. Cohen and convert into memorandum for providing to Morrison & Foerster (1.20); discussions with M. Gallagher throughout the day re: same (.30); further revisions to same and provide to M. Gallagher and M.	9.80

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Cohen (.40)

08/02/13	MAC	Review research provided by P. Buenger in connection with Bar Order and judgment credit issues raised in the context of conflict party PNC Bank's objection to the Kessler settlement and case law in connection with same (1.80)	1.80
08/02/13	PJB2	Research in connection with conflict party PNC Bank's objection to current non-mutual bar order in favor of Debtor RFC re: under proportionate share method of determining judgment credit provided within a settlement to a non-settling defendant based upon the settlement amount as indicated within such agreement or the amount actually recovered or paid to plaintiffs (3.70); correspondence with J. Walsh re: impact of potential bar order in favor of RFC in proposed settlement agreement on Debtors' objection to PNC claim (.30); correspondence with M. Biggers of Bryan Cave re: research memorandum on judgment credits and mutuality of releases (.20); research re: case law in which non-mutual bar order was provided against nonsettling defendants in which non-settling defendants did not have the right of contribution and/or indemnification under statutory or contractual law against settling defendants (2.40)	6.60
08/04/13	PJB2	Correspondence with J. Walsh re: research on mutual vs. nonmutual release orders within a settlement agreement in connection with objections by conflict party PNC Bank to proposed settlement agreement between debtor RFC and Kessler class action plaintiffs (.20); research in connection with same re: state or federal level cases in which a court has denied a non-mutual release, injunction or bar order (3.80); research same for denial of same (2.00); follow-up correspondence with J. Walsh re: same (.10)	6.10
08/05/13	JJW	Conference with M. Gallagher M. Cohen, and P. Buenger re: conflict party PNC Bank objection to settlement with Kessler class and settlement bar order (.50); review and comment on draft objection (.40); participate in call with N. Rosenbaum of Morrison & Foerster, and M. Biggers, E. Dill of Bryan Cave, and M. Gallagher to discuss strategy for addressing issues raised by PNC Bank in connection with bar order and release provisions for Kessler Settlement (.50)	1.40
08/05/13	MG8	Review updated research regarding contribution and indemnity issues with respect to conflict party PNC Bank proposed bar order, release and judgment reduction language for Kessler settlement order (.20); meet with M. Cohen, J. Walsh, and P. Buenger to discuss bar order and release issues raised by PNC Bank in connection with Kessler settlement (.50); teleconference with J. Wishnew of Morrison & Foerster	1.30

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regarding same (.10); participate in call with N. Rosenbaum of Morrison & Foerster, and M. Biggers, and E. Dill of Bryan Cave, and J. Walsh to discuss strategy for addressing issues raised by PNC Bank in connection with bar order and release provisions for Kessler Settlement (.50)

08/05/13 MAC	Conference with M. Gallagher J. Walsh, and P. Buenger re: conflict party PNC Bank objection to Kessler settlement and related issues (.50)	0.50
08/05/13 PJB2	Multiple correspondence with J. Walsh, M. Gallagher and M. Cohen re: settlement bar and judgment credit as drafted in current proposed settlement agreement between RFC and Kessler class claimants and objections raised by conflict party PNC Bank (.20); meet with J. Walsh, M. Cohen and M. Gallagher to discuss same and next steps (.50); review of underlying Kessler class action litigation documents in connection with same and named defendants within same in order to determine whether such co-defendants of the debtors have filed claims within the chapter 11 cases for potential indemnification or contribution claims (1.00)	1.70
08/14/13 MG8	Review conflict party PNC Bank Limited Objection to Kessler Class Action Settlement (.50); correspondence with P. Buenger regarding the same (.20); correspondence with J. Walsh regarding potential reply to PNC Bank Objection to Kessler Class Action Settlement (.30); attend to multiple correspondence with J. Wishnew and N. Rosenbaum of Morrison & Foerster regarding PNC Bank Objection to Kessler Class Action Settlement (.50); review Debtors' motion seeking approval of Kessler Class Action Settlement in preparation for responding to PNC Bank Objection (.50)	2.00
08/14/13 PJB2	Correspondence with M. Gallagher re: conflict party PNC Bank's objection to the Debtors' motion to settle the Kessler Class action lawsuit (.20); review of same (.40)	0.60
08/14/13 FRG	Assemble cases cited by conflict party PNC Bank in their Limited Objection to Kessler Settlement and submit same to M. Gallagher for review (1.60)	1.60
08/15/13 JJW	Conference with M. Gallagher re: adjournment of hearing on conflict party PNC Bank's objection to Kessler class action settlement (.50); conference with M. Gallagher and counsel for the Kessler Plaintiffs re: adjournment (.50); review and comment on Notice of Adjournment (.30); conference with M. Biggers of Bryan Cave and M. Gallagher re: PNC Bank's objection to Kessler class settlement (.50); review cases on RICO, TELA and other statutory claims in Kessler class action in connection with PNC Bank's objection to Kessler class settlement (1.00)	2.80

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08/15/13 MG8	Telephone conference with J. Wishnew of Morrison & Foerster regarding conflict party PNC Bank Objection to Kessler Class Action Settlement (.20); attend to correspondence with J. Walsh regarding handling PNC Bank objection to Kessler Class Action (.20); draft correspondence to Committee counsel and Plaintiff's counsel regarding approach for addressing PNC Bank objection to Kessler Class Action (.30); telephone conference with D. Mannal of Kramer Levin regarding the same (.20); telephone conference with M. Biggers of Bryan Cave and J. Walsh regarding PNC Bank objection to Kessler Class Action Settlement (.50); telephone conference with J. Walsh and counsel to Kessler Class action plaintiffs regarding PNC Bank Objection to Class Action Settlement (.50); telephone conference with J. Wishnew of Morrison & Foerster to follow up on PNC Objection to Kessler Class Action settlement (.20); telephone conference with V. Marriott, counsel to PNC, a conflict party, regarding proposed continuance of PNC Bank objection to final hearing (.20); numerous follow-up correspondence with J. Walsh regarding same (.40); correspond with V. Chopra, insurance counsel at Perking Coie, with respect to issues related to PNC Bank Objection to Kessler Class Action Settlement, and related follow-up correspondence with J. Walsh regarding same (.40); follow-up telephone conference with D. Mannal of Kramer Levin regarding discussions with various parties regarding PNC Bank objection (.20); numerous conferences throughout the day with P. Buenger regarding draft reply to PNC Bank Objection to Kessler Class Action Settlement (.50); review and revise draft reply to PNC Bank Objection to Settlement Motion (2.10); attend to follow-up correspondence from M. Biggers of Bryan Cave in connection with same (.30); attend to follow-up correspondence with V. Chopra of Perkins Coie regarding insurance implications to PNC Bank Objection (.20); attend to correspondence with B. Buenger regarding draft reply to PNC Bank Objection (.20)	6.60
08/15/13 PJB2	Draft Debtors' reply to limited objection of conflict party PNC Bank, N.A. to the Joint Motion of the Debtors and Kessler class action claimants to approve the settlement agreement and related relief (3.10); multiple discussions throughout the day with M. Gallagher re: same (.50)	3.60
08/16/13 JJW	Review and comment on Notice of Adjournment, including reservation of rights language in connection with conflict party PNC Bank objection to Kessler settlement (.50); correspondence with counsel for PNC Bank regarding notice (.50); conference with M. Gallagher re: PNC Bank's objection and hearing on preliminary approval of Kessler settlement (.50);	2.40



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correspond with counsel for Kessler Plaintiffs and D. Mannal counsel for Creditors' Committee of Kramer Levin regarding adjournment (.50); review PNC Bank objection in connection with request for adjournment (.40)

08/16/13	MG8	Further review and revise draft reply to conflict party PNC Bank Objection to Settlement with Kessler Class Plaintiffs (.80); attend to correspondence with J. Walsh regarding draft reply and action plan for the day in addressing objections (.20); correspond with C. Cu at KCC regarding service for reply to PNC Bank Objection to Kessler Class Settlement (.20); review affidavit of service for Motion to Approve Settlement with Kessler Class Plaintiffs (.20); follow-up correspondence with P. Buenger regarding the same (.10); correspond with J. Walsh regarding PNC Bank agreement to adjourn PNC Bank Objection to Bar Order in Settlement with Kessler Class Plaintiffs and related follow-up with Bryan Cave and Class Plaintiffs' counsel (.30); review and comment on draft notice of adjournment and follow-up correspondence with J. Walsh and P. Buenger regarding the same (.30)	2.10
08/16/13	PJB2	Draft notice of adjournment of limited objection of conflict party PNC Bank, N.A. to the Joint Motion of the Debtors and Kessler class action claimants to approve the settlement agreement and related relief (.80); multiple correspondence throughout the day with M. Gallagher re: same (.30); correspondence with J. Walsh re: same (.20)	1.30
08/17/13	MG8	Attend to correspondence with M. Biggers of Bryan Cave regarding Perkins Coie review of conflict party PNC Bank Objection to class action settlement (.10); attend to correspondence from B. Carlson and F. Walters, counsel to Kessler plaintiffs, regarding plaintiffs' review of proposed notice of adjournment of PNC Bank objection to Kessler Class Action settlement (.20); attend to correspondence with D. Mannal of Kramer Levin regarding the same (.20)	0.50
08/19/13	TF1	Review Objection to Kessler Class Action Settlement by conflict party PNC Bank (.40)	0.40
08/19/13	JJW	Conference with counsel for conflict party PNC Bank re: adjournment of limited objection to Kessler settlement (.40); conference with M. Gallagher re: notice of adjournment re: same (.20); prepare for hearing on preliminary approval of Kessler settlement, including review of motion, class notice, and related documents (1.10)	1.70
08/19/13	MG8	Correspond with J. Walsh regarding timing of conflict party PNC Bank comments on reservation of rights regarding objection to Kessler Class Settlement (.20); telephone conference with V. Chopra of Perkins Coie	2.10

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regarding issues raised to insurance provisions of Settlement Agreement by PNC Bank objection and problem with respect to PNC Bank's request for a mutual bar order (.20); attend to follow-up correspondence with V. Chopra with respect to same (.10); telephone conference with J. Walsh regarding V. Chopra comments with respect to PNC Bank objection to Kessler Class Settlement (.20); review proposed comments to reservation of/from V. Marriott, counsel to PNC Bank and confer with J. Walsh regarding same and additional Debtors' reservation of rights (.30); correspond with counsel to Kessler plaintiffs regarding changes to Notice of Adjournment and Reservation of Rights of PNC Bank with respect to the objection to the proposed bar order to be included in the Final Order for the Kessler Class Action Settlement (.20); telephone conference with J. Wishnew of Morrison & Foerster regarding same (.10); supervise finalization and filing of Notice of Adjournment and Reservations of Rights with respect to PNC Objection to Kessler Class Action Settlement, and follow-up with P. Buenger regarding the same (.40); correspond with C. Cu of KCC regarding additional service parties (.10); correspond with J. Walsh regarding August 21 hearing on Kessler Class Action settlement and related follow-up with F. Guenther with respect to preparation of materials (.30)

08/19/13 FRG	Assist P. Buenger with filing of Notice of Adjournment of conflict party PNC Bank limited objection in connection with objection to Kessler settlement (.30)	0.30
08/20/13 JJW	Conference with J. Wishnew, and N. Rosenbaum of Morrison & Foerster, as well as W. Thompson and M. Biggers of Bryan Cave and M. Gallagher regarding hearing on preliminary approval of Kessler settlement and conflict party PNC Bank Objection (.80); prepare for hearing, including review of motion for preliminary approval and related documents (1.20); correspondence with M. Gallagher re: same (.30)	2.30
08/20/13 MG8	Attend to review of proposed preliminary order and proposed notice to Class in connection with the Debtors' proposed Settlement with the Kessler Class plaintiffs, in preparation for hearing on preliminary approval of the Settlement in connection with conflict party PNC Bank objection to same (.80); participate in call with J. Wishnew and N. Rosenbaum of Morrison & Foerster, E. Frejka of Kramer Levin, as well as W. Thompson and M. Biggers of Bryan Cave, and J. Walsh and counsel to plaintiffs in order to prepare for hearing on preliminary approval of settlement (.80); attend to follow-up correspondence with the same people regarding revisions to the proposed preliminary order (.20); correspondence with F. Guenther regarding materials for the hearing on preliminary approval of the class action Settlement (.20)	2.00

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08/20/13 FRG	Prepare chambers copies of Notice of Adjournment, along with cover letter and accompanying disc, and send out upon receiving sign-off from M. Gallagher (.50); prepare materials re: Kessler class action settlement in preparation for August 21 hearing and submit to M. Gallagher for distribution (2.90)	3.40
08/21/13 TF1	Correspondence with J. Walsh on issue regarding Kessler Class Action settlement and objection raised by conflict party PNC Bank and resolution for same (.30)	0.30
08/21/13 JJW	Prepare for hearing on preliminary approval of Kessler settlement, including review of motion papers, conflict party PNC objection and settlement documents (.50); correspond with M. Gallagher and counsel for Kessler plaintiffs re: same (.20); attend court hearing on preliminary approval of Kessler settlement and notice to class (2.00); conference with J. Wishnew and N. Rosenbaum of Morrison & Foerster, E. Frejka of Kramer Levin, W. Thompson and M. Biggers of Bryan Cave, and M. Gallagher regarding revisions to notice to class and settlement agreement regarding bar order and judgment credit (2.30); conference with V. Chopra of Perkins Coie, insurance counsel, M. Gallagher, N. Rosenbaum of Morrison & Foerster, as well as B. Thompson and M. Biggers of Bryan Cave regarding bar order and judgment credit (.80); review and comment on revised notice to class and amended settlement agreement (.30); review research on bar orders and judgment credits (.40)	6.50
08/21/13 MG8	Attend preliminary hearing on Kessler Class Settlement (.30); meet in court conference room with J. Wishnew and N. Rosenbaum of Morrison & Foerster, E. Frejka of Kramer Levin, as well as W. Thompson and M. Biggers of Bryan Cave, in an effort to address concerns raised by court with respect to notice to class members regarding judgment reduction (2.30); participate in conference call with V. Chopra of Perkins Coie, J. Walsh, N. Rosenbaum of Morrison & Foerster, as well as B. Thompson and M. Biggers of Bryan Cave regarding insurance related issues implicated by a mutual bar order and strategy for going forward on issues related to bar order (.80); review memorandum prepared by Curtis addressing bar orders and judgment reduction provisions and cases cited therein (.60); participate in numerous conference calls with the same group of attorneys for the Committee, the Debtors, and the Kessler Class Members to review proposed language to Kessler Settlement Agreement, Notice to Class Members and Proposed Final Approval Order to address concerns raised by court and related issues raised by Class Members counsel (2.50); review final agreed to drafts of the revised settlement agreement, notice and proposed final order (.40); review filed	7.40

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versions of revised Settlement Agreement with Kessler Class Members, proposed Final Approval Order, and Notice to Class (.30); attend to correspondence with M. Biggers of Bryan Cave regarding adjournment of PNC Bank Objection to Kessler Settlement (.20)

08/21/13 MAC	Prepare for and attend hearing on approval of the Disclosure Statement (1.90); review solicitation procedures for potential impact on various conflict matters, including the impact on Kessler Settlement as it implicates claims of conflict party PNC Bank (2.50)	4.40
08/21/13 AVA	Research judgment credit methodology applicable to settlement of RICO, RESPA, TILA, and HOEPA claims in connection with objection of PNC Bank to Joint Motion for approval of Kessler Class Settlement, addressed at August 21, 2013 hearing before Judge Glenn (7.60); correspond with P. Buenger regarding objection of PNC Bank to Joint Motion for approval of Kessler Class Settlement (.20)	7.80
08/22/13 JJW	Conference with counsel to the Kessler Class Plaintiffs, E. Frejka of Kramer Levin, B. Thompson of Bryan Cave, N. Rosenbaum of Morrison & Foerster, and M. Gallagher re: revised notice to class and hearing on preliminary approval (.60); attend and argue in support of preliminary approval of Kessler settlement and notice to class (1.50); conference with counsel for Creditors' Committee, counsel for Kessler plaintiffs and others re: preliminary approval order (.50); review objection to conflict party PNC Bank's proof of claim and related case law in connection with preliminary approval order (.40); correspondence with A. Anon re: same (.30); conference with PNC Bank counsel re: objection to Kessler class settlement (.30)	3.60
08/22/13 MG8	Review case law on judgment reduction and bar orders against non-settling defendants (.80); participate in call with counsel to the Kessler Class Plaintiffs, E. Frejka of Kramer Levin, B. Thompson of Bryan Cave, N. Rosenbaum of Morrison & Foerster, as well as J. Walsh to discuss the Gerber case with respect to judgment reduction and other related decisions (.60); correspond with J. Walsh on strategy for hearing on preliminary approval of Kessler Class Settlement (.30); confer with S. Shindler-Williams and J. Walsh regarding PNC Bank position with respect to revised exhibits to Motion to Approve settlement with Kessler Class Members (.30); confer with counsel to Kessler Class Plaintiffs, N. Rosenbaum of Morrison & Foerster and M. Biggers of Bryan Cave in connection with approach to hearing (.40); attend hearing on preliminary approval of Kessler Class Settlement (.50); follow-up research on judgment reduction in light of comments made at preliminary hearing (1.20); review revised draft of preliminary order for Kessler Class	4.30

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Settlement (.20)

08/23/13 MG8 Correspond with J. Walsh on Eichenholz case mentioned 0.80  
by counsel to conflict party PNC Bank at preliminary  
hearing on Kessler Class Settlement (.20); review order  
entered preliminarily approving Kessler Class Settlement  
(.30); correspond with J. Walsh regarding order (.10);  
correspond with counsel to PNC Bank regarding order  
preliminarily approving Kessler Class Settlement (.20)

TOTAL HOURS 101.60

**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jonathan J. Walsh	Partner	20.70	740	15,318.00
Theresa A. Foudy	Partner	0.70	730	511.00
Michael Ari Cohen	Partner	6.70	730	4,891.00
Maryann Gallagher	Counsel	30.70	625	19,187.50
Peter Josef Buenger	Associate	29.70	425	12,622.50
Ada Victoria Anon	Associate	7.80	300	2,340.00
Franklin R. Guenther	Legal Assistant	5.30	235	1,245.50
		<b>101.60</b>		<b>\$56,115.50</b>

**TOTAL SERVICES \$56,115.50**

**Summary of Expenses**

External Photocopy Services	276.60
Intercall Audio Conferencing	87.91
Pacer - ECF	250.00

**TOTAL EXPENSES \$614.51**

**TOTAL THIS INVOICE** \$56,730.01

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

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 SJR

Attention: Residential Capital, LLC

**Re: Adversary Proceedings and Contested Matters**

08/01/13 SJR	Review of JSNs' Opposition to Motion to Dismiss Counterclaims and related e-mail correspondence re: same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20)	2.20
08/01/13 TF1	Exchange correspondence with client, Committee counsel, and Morrison & Foerster on issuing subpoenas for trading records (.30); conference call with J. Morris of Pachulski on same (.20) Finish review of supplemental statement by JSNs objecting to FGIC settlement for impact on JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); begin review of JSNs' opposition to motion to dismiss counterclaims (.40); review new draft of memo on Wells Fargo production and draft emails forwarding same to Morrison & Foerster and Committee counsel (.50); exchange emails with Morrison & Foerster and Committee re: coordination of document review (.30); participate in pre-call on OID discovery requests with Morrison & Foerster and Committee (.40)	2.50
08/01/13 EC	Meet with M. Jones to discuss interpretation of the JSN Indenture's collateral release provision in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); draft memorandum section relating to JSNs' potential ratification of Wells Fargo releases by failure to object (.40)	0.60
08/01/13 MPJ	Review and revise memorandum regarding whether the release of the Junior Secured Noteholders' liens in connection with the AFI-LOC was consistent with the Junior Secured Notes Indenture in connection with Curtis' representation as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (3.00); meet with E. Combs re: same (.20)	3.20
08/01/13 BMK	Finalize memorandum re: liens on avoidance actions and prepetition state law claims in connection with JSN Adversary Proceeding where Loomis, UBS and Wells	3.90

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Fargo are conflict parties (2.10); correspondence with D. Bloom re: same and re: open issues and edits and comments to same to finalize remaining open issues (.50); review and revise same (.50); email correspondence with S. Reisman, T. Foudy, and M. Moscato re: final memo re: same and issues analyzed (.10); email correspondence with E. Tobin re: follow up issues in connection with memo such as certain phase I and phase II issues relating to liens on avoidance actions (.30); revise memorandum re: research projects and issues open/resolved by lien avoidance and prepetition state law claim memo (.40)

08/01/13 JTW	Correspondence with E. Tobin re: research assignment re: valuation of litigation claims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); conference with E. Tobin re: case update and next steps going forward with JSN Litigation including open research issues (.40); conduct research re: settlement litigation claim in connection with adequate protection and diminution arguments (2.10); research re: effect of Debtors' schedules and filings and analysis of same (2.30); research settlement approvals and right to seek valuation or allocation (1.10)	6.30
08/01/13 DAB	Correspond with B. Kotliar and J. Weber re: adequate protection memorandum in connection with JSN adversary proceeding in which Wells Fargo, UBS and Loomis are conflict parties (.30); extensive review and revisions to memorandum re: avoidance action proceeds (3.90); correspond with B. Kotliar re: open issues and revisions to same (1.10); further review and analysis of case law cited by JSNs in their motion to dismiss re: Section 506(c) surcharge issues (2.50); draft new section of existing memorandum to address arguments raised by JSNs in same (1.30); correspond with J. Weber re: same (.50); correspond with J. Berman re: all-hands Morrison & Foerster meeting for impact on current research projects (.30); further revisions to draft section of adequate protection memo re: use of cash collateral (.80); circulate same to S. Reisman, T. Foudy and M. Moscato for review (.10); review of caselaw provided by J. Weber re: evidentiary weight of scheduled claim value (.60); correspond with same re: same (.10); correspond with E. Tobin re: open issues outline and revision of same (.10)	11.60
08/01/13 ET	Conference with J. Weber re: valuation of litigation claims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); review documents and case law provided by J. Weber re: settlement of a litigation claim and impact on adequate protection arguments (.90); correspondence with T.	7.40

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Foudy, J. Morris of Pachulski, S. Engelhardt of Morrison & Foerster, and G. Horowitz of Kramer Levin re: response to defendants' request to take additional discovery regarding the OID issue (.50); attend telephonic meet-and-confer between counsel for the Debtors and Creditors' Committee and counsel for defendants re: defendants' request to take additional discovery regarding the OID issue (.40); follow-up correspondence with T. Foudy and M. Moscato re: same (.10); correspond with R. Abdelhamid, D. Brown, and J. Levitt of Morrison & Foerster re: strategy for reviewing documents produced by the Debtors in the JSN adversary proceeding by issue and document-type tags so documents can be used in preparation for depositions and trial in connection with Plan Confirmation (1.60); conference call with R. Abdelhamid re: issues related to review of documents produced by the Debtors in the JSN Adversary Proceeding (.40); review and revise list of issue tags provided by counsel for the Creditors' Committee (.50); and review and revise document review protocol, focusing on descriptions of issue tags (1.90); follow-up correspondence with R. Abdelhamid re: same (.70)

08/01/13 JCB	Research case law re: valuing settled litigation claims and diminution of value in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.80); review memoranda re: equitable liens and burden shifting in connection with establishing a claim for postpetition interest in an adversary proceeding (1.40)	5.20
08/02/13 TF1	Meet with M. Moscato to discuss staffing of document review in connection JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.30); meet with M. Moscato, J. Weber, and E. Tobin to discuss adequate protection research (.90); review document review protocol (.70); finish review of JSN opposition to motion to dismiss counterclaims (.50); attend to staffing and other logistics of commencing project of reviewing Debtor production for use in depositions and trial in order to ensure most efficient and productive review process (1.30)	3.70
08/02/13 MJM	Discussion with T. Foudy re: staffing email review in JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (.30); review memo re: measurement of diminution of value in context of adequate protection lien (.50); meet with T. Foudy, J. Weber, and E. Tobin re: adequate protection research re: settled claims (.90); review JSNs' Opposition to Debtors' and Creditors' Committee's Motion to Dismiss Certain of JSNs' Counterclaims (.60)	2.30
08/02/13 MAC	Conduct research on background information and	2.40



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document review, including draft protocol in connection with JSN litigation where Wells Fargo, Loomis and UBS are conflict parties (2.40)

08/02/13 EC	Draft memorandum re: propriety of lien releases by Wells Fargo in connection with AFI LOC in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); review security documents including JSN pledge, JSN Indenture, and Intercreditor agreement in connection with same (1.30)	4.20
08/02/13 JTW	Confer with D. Bloom re: research on a party's ability to conduct a post-confirmation valuation of collateral for purposes of a diminution claim in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); review of e-mail correspondence from E. Tobin re: document production and discovery issues (.30); review of e-mail correspondence from D. Bloom re: research as to adequate protection claims arising from settlement of claims (.40); internal meeting with E. Tobin, M. Moscato and T. Foudy re: adequate protection memo (.90); conduct research re: settlements as "use" of property under section 363 of the Bankruptcy Code (2.30); continue research re: settlements and adequate protection issues arising therefrom (2.60); continue research re: evidentiary weight of Debtors' schedules and filed documents in connection with same (2.40)	9.50
08/02/13 DAB	Review secondary sources regarding settlements pursuant to section 363 of the Bankruptcy Code and case law discussing settlement valuation in connection with follow-up adequate protection research requested by E. Tobin in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.30); review cases sent by J. Weber re: same (.90); draft email memorandum summarizing open issues and proposed next steps to T. Foudy per meetings with E. Tobin and J. Weber re: same (1.20); review transcript of recent status conference in connection with same (.40); correspond with E. Tobin re: document review for JSN litigation and drafting of case protocol in connection with same (.60); conference with J. Weber re: post-confirmation valuation of collateral and related issues (.60)	6.00
08/02/13 ET	Confer with T. Foudy, M. Moscato and J. Weber re: research issues related to diminution claims arising from settlement in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); extensive discussions with R. Abdelhamid of Morrison & Foerster via telephone and email re: strategy for	8.60

reviewing documents produced by the Debtors in the JSN adversary proceeding by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation (1.80); conference call with B. Salerno, D. Brown, and R. Abdelhamid of Morrison & Foerster and G. Marty re: setting up substantive review of documents produced by the Debtors in the JSN Adversary Proceeding (.70); review and revise list of issue codes, including updates of descriptions of the issue categories (1.80); follow-up correspondence with R. Abdelhamid, J. Morris and J. Rosell of Pachulski, and C. Siegel, A. Goodman, and P. Farber of Kramer Levin re: same (1.20); email correspondence with T. Foudy and M. Moscato re: updated issue tag list and document review issues (.60); draft and revise email to attorney reviewers re: substantive review of documents produced by the Debtors in the JSN Adversary Proceedings (.80); correspond with T. Foudy, M. Moscato and S. Reisman re: same (.40); conference call with G. Marty and R. Abdelhamid re: substantive document review issues and review protocol (.40)

08/03/13 EC	Research ratification of collateral releases under New York's relevant recording rules and general principles set forth by the Bankruptcy Court with respect to the JSNs' purported equitable liens in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.80); draft memorandum incorporating results of equitable lien research (1.60)	3.40
08/03/13 DAB	Review case law re: valuation of assets in settlement context in connection with the JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); further research regarding adequate protection issues in connection with same (1.50)	2.00
08/03/13 ET	Correspondence re: review of documents produced by Debtors in the consolidated adversary proceeding, in connection with the JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and Ad Hoc Group members Loomis and UBS in preparation for review project (.30); email correspondence with J. Rosell of Pachulski re: document review protocol and plaintiffs' document review (.20)	0.50
08/04/13 EC	Review and revise memorandum relating to release of collateral under the New York UCC and the adequacy of collateral release under relevant lending transaction documents in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30)	1.30

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08/04/13 ET	Review and revise Debtors' responses and objections to Defendants' second set of document requests in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); email correspondence with T. Foudy and M. Moscato re: same (.30); review materials re: document review protocol for documents produced by Debtors in preparation for review project (.90); correspond with M. Moscato and T. Foudy re: same (.30)	2.00
08/04/13 JCB	Review coding list for document review protocol in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10)	1.10
08/05/13 SJR	Attend to e-mails and follow up regarding document production and review project in connection with JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties and staffing and scheduling of same (.60); review documentation in connection with preparing for JSN document review including document summary memos, Amended Complaint, JSN Answer and related background documents (2.70)	3.30
08/05/13 TF1	Review latest draft Work In Process list circulated by Kramer Levin in connection with JSNs Adversary Proceeding due to involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.50); meet with E. Tobin and M. Moscato on agenda for document review introduction meeting (.50); review list of issue tags to be used in review of Debtors' documents in preparation for depositions and trial (.20); review emails from J. Morris of Pachulski on bankruptcy court jurisdiction consent (.20); meet with J. Berman to discuss presentation for introduction meeting for attorneys staffed to review Debtors' production to flag issues for preparation for depositions and trial (.30); correspond with M. Cohen in regards to same (.30); introductory meeting for attorneys staffed to review Debtors' production to tag issues for preparation for depositions and trial (.80); participate in Relativity on-line training session for document review software (.80); review letter to Debtors regarding production of OID documents (.10)	3.70
08/05/13 MJM	Meet with T. Foudy and E. Tobin to discuss logistics for document review project in JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
08/05/13 MAC	Review background pleadings including Examiner Report and other important case documents in connection with JSN litigation document review project where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20); attend initial JSN document	3.80

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review meeting led by T. Foudy, E. Tobin, and J. Berman (.80); attend online Relativity meeting for training with respect to document review project in connection with document review to conflict parties (.80)

08/05/13 EC	Research relating to equitable considerations re: reduction of postpetition interest for an oversecured creditor in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.20); revise and update portion of memorandum relating to collateral release by Wells Fargo relating to authorization of releases as a matter of law under New York UCC (2.30); revise and update portion of memorandum relating to ratification of lien releases by the JSNs to reflect additional research on issue (.90); revise and update portion of memorandum on collateral release relating to authorization to release established by the Indenture and Intercreditor agreement (.80)	7.20
08/05/13 MPJ	Review memorandum from E. Tobin and J. Berman discussing document review protocol and background of litigation in connection with the dispute with the Junior Secured Noteholders over whether the Junior Secured Noteholders are oversecured and entitled to post-petition interest, as Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); attend meeting led by T. Foudy, E. Tobin, and J. Berman discussing document review protocol (.80); participate in training session for document review platform Relativity in advance of issue-tagging review of documents produced by Residential Capital in the litigation with the Junior Secured Noteholders (.90); review and edit memorandum regarding the validity of releases of collateral from the Junior Secured Notes and the subsequent liens granted to secure the AFI LOC credit facility in connection with same (1.50)	4.50
08/05/13 BMK	Conference with J. Berman and D. Bloom re: drafting summaries of issue tags for document review in connection with JSN Adversary Proceeding where Loomis, UBS, and Wells Fargo are potential conflict parties (1.60); draft tag summaries for issues arising in JSN Adversary Proceeding to use as tags in document review including various counts of Debtor and Committee Complaint and the amended counterclaims (2.20); review and revise same (.80); correspond with D. Bloom re: remaining open issues to be resolved (.50)	5.10
08/05/13 JTW	Internal meeting with D. Bloom, B. Kotliar and J. Berman re: providing document reviewers with critical background information and specific details re: documents in connection with the JSN Litigation where noteholders David Kempner, Silverpoint, UBS, and	8.80

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Loomis are conflict parties (.30); draft sections of document review protocol in coordination with D. Bloom and B. Kotliar re: summary of issues related to the use of cash collateral, alleged diminution in value of the JSNs' collateral, prepetition release of collateral, and the offering and value of the junior secured notes in 2008 and thereafter amended in 2009 (2.90); draft Memorandum re: settlement of claims and potential impact on secured party's liens on general intangibles such as causes of action in connection with Consolidated JSN Adversary Proceeding (2.50); draft memorandum re: bankruptcy court's methodologies of valuing litigation claims in connection with a settlement (1.80); conduct research re: treatment of payments on global settlements (1.30)

08/05/13 DAB	Research re: import of settlement value in intercompany claims context per T. Foudy and E. Tobin request in connection with the JSN litigation in which Wells Fargo and noteholders Loomis and UBS are conflict parties (3.00); research regarding diminution in the value of a secured creditor's collateral due to a debtor's settlement of a litigation claim in connection with same (2.40); review case law sent by J. Weber re: same (.90); confer with J. Berman and B. Kotliar re: drafting of document review tagging summaries and detail (1.60); extensive drafting of same per J. Berman request (3.70); draft descriptions of various financing facilities in connection with same (.90)	12.50
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08/05/13 ET	Review and revise Debtors' objections and responses to Defendants' second set of document requests, and draft email to D. Brown of Morrison & Foerster re: same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (.30); email correspondence with M. Crespo of Morrison & Foerster and B. Kotliar re: research issues for the Debtors' reply brief in further support of the motion to dismiss certain of Defendants' counterclaims (.30); meet with T. Foudy and M. Moscato to discuss upcoming document review meeting and agenda (.50); correspond with M. Moscato and T. Foudy re: preparation for review of documents produced by the Debtors in the JSN adversary proceeding (.30); confer with J. Berman and review relevant documents in preparation for meeting with Curtis attorneys regarding document review (1.20); lead meeting with Curtis attorneys regarding upcoming review of documents produced by the Debtors in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (.80); attend Relativity training session led by Night Owl in preparation for review of documents produced by the Debtors in the JSN adversary proceeding (.80); extensive discussions with R.	8.70
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Abdelhamid and J. Berman re: issues pertaining to upcoming review of documents produced by the Debtors in the JSN adversary proceeding (1.20); continue to review and revise list of issue tags and document review protocol in preparation for review of documents produced by the Debtors in the JSN adversary proceeding, and confer with J. Berman re: same (3.30)

08/05/13 JCB	Prepare agenda and talking points for meeting with document reviewers in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (2.30); lead, together with T. Foudy and E. Tobin, document review meeting to discuss case and review guidelines (.80); participation in document review training session with Night Owl (.80); draft and revise issue coding list and document review protocol (4.00); conference with D. Bloom, B. Kotliar, and J. Weber re: drafting review protocol (1.60); meet with T. Foudy to discuss introductory document review project logistics (.30); confer with E. Tobin to prepare for document review introduction meeting (1.20)	11.00
08/06/13 SJR	Review of Debtors' Responses and Objections to the JSNs and UMB's Second Request for Production of Documents in connection with discovery issues arising in connection with the Phase I trial on the JSN Adversary Proceeding where Wells Frgo and noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (1.80); confer with Counsel at Morrison & Foerster regarding interrogatory responses to JSNs and review of same in connection with discovery dispute arising in the JSN Adversary Proceeding (1.40); follow up regarding issues related to upcoming depositions of Defendants in connection with same (1.30)	4.50
08/06/13 TF1	Review and provide comments on interrogatory responses to JSNs to S. Engelhardt of Morrison & Foerster in connection with JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain Ad Hoc Group members, including Loomis, UBS, Davidson Kempner, and Silverpoint (2.10); review emails concerning Morrison & Foerster inquiry regarding equitable lien research for replies to motion to dismiss (.20); review letters and emails among counsel to parties on production of documents and emails among Morrision & Foerster, Pachulski and Kramer Levin on division of labor for document review (.50); review proposed Rule 30(b)(6) deposition topic list for JSNs and review inventory of issues for purposes of analyzing completeness of same (.80)	3.60
08/06/13 MJM	Meet with E. Combs to discuss legal memo re: propriety of release of AFI LOC liens in connection with	2.10



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assisting with portions of motion to dismiss pleadings in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (.90); review list of potential JSN litigation 30(b)(6) deposition topics (1.20)

08/06/13 MAC	Review JSN adversary proceeding pleadings in connection with document review project being handled by Curtis in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (1.20); review memo and protocol in connection with same (.70)	1.90
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08/06/13 EC	Meet with M. Moscato to discuss interpretation of the JSN indenture collateral release provisions in connection with assisting with motions to dismiss as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (.90); review proposed 30(b)(6) deposition topics in order to identify additional areas or subject matters for deposition (.50); prepare condensed research memorandum relating to authority to release collateral under state law for liens released by secured party and responding to JSN arguments re: same for use in drafting motion to dismiss reply (2.40); teleconference with D. Bloom discussing arguments favoring and opposing JSN position regarding authority to release liens in connection with drafting condensed memorandum (.20); research relating to availability of alternative means of [REDACTED] [REDACTED] [REDACTED] [REDACTED] (2.70)	6.70
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08/06/13 MPJ	Review e-mail circulated by T. Foudy regarding potential Rule 30(b)(6) deposition topics in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (.30)	0.30
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08/06/13 BMK	Correspond with J. Berman and D. Bloom re: outstanding issues of descriptions of document tags describing Debtors' asset sales in connection with document review for JSN adversary proceeding involving conflict parties Wells Fargo and noteholders, including UBS and Loomis (.40); conferences with J. Berman and D. Bloom re: update document tags to reflect categories/subcategories of case issues to streamline procedures (1.30); review and revise same (2.10); begin detailing document tags in order to inform document reviewers and staff of relevant facts and legal arguments in connection with same (1.10)	4.90
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08/06/13 JTW	Draft memorandum re: which party will bear the burden	7.30
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of proof with respect to the alleged diminution in value of the intercompany balances in connection with the JSN Litigation where Wells Fargo and noteholders, including UBS and Loomis are conflict parties (2.80); research re: analogous contexts to the settlement of claims in which a third party holds interest and whether that third party can demand a valuation of the claim for purposes of assessing damages against the settling party (3.10); confer with D. Bloom re: adequate protection research and new case law (.20); review and revise issue coding list and summary of issues for use in document review project re: coding and tagging documents produced by the Debtors in the JSN Adversary Proceeding (1.20)

08/06/13 DAB	Continue drafting document review tagging summaries and detail in connection with JSN litigation where Wells Fargo and noteholders, including UBS and Loomis are conflict parties (2.70); review and revise billing protocol for E. Tobin in connection with same (.20); confer with J. Berman and B. Kotliar throughout the day re: necessary analysis and revisions to proposed document review tags (1.30); correspond with M. Gallagher, T. Foudy and E. Tobin re: conflicts issues pertaining to JSN litigation (.80); correspondence with E. Tobin re: equitable lien research (.20); review JSNs' opposition to Motion to Dismiss with respect to equitable lien issue and analyze same (.60); review cases cited by JSNs for purpose of distinguishing same (1.10); confer with E. Combs re: same (.20); review and comment on draft JSN 30(b)(6) deposition topics per T. Foudy email (.50); review Applied Theory case in connection with adequate protection research (.40); confer with J. Weber re: same (.20)	8.20
08/06/13 ET	Review the Creditors' Committee's responses and objections to interrogatories and confer with D. Brown of Morrison & Foerster re: same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); review and revise the Debtors' responses to the interrogatories served by the Ad Hoc Group of Junior Secured Noteholders and Wells Fargo, and confer with S. Engelhardt Morrison & Foerster re: same (.70); correspondence with M. Crespo Morrison & Foerster and E. Combs re: research of issues in connection with the reply memorandum of law in further support of the Debtors' motion to dismiss (.40); participate in conference call with C. Breyer of Night Owl, G. Marty and R. Abdelhamid Morrison & Foerster and J. Berman re: preparation of database containing documents produced by the Debtors in the JSN Adversary Proceeding (1.00); continue to review documents and draft and revise document review protocol and list of issue tags to facilitate review of documents produced in the JSN Adversary	9.30



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Proceedings, in order to prepare for depositions and trial (4.20); confer and work with J. Berman and R. Abdelhamid re: issue coding list and document review protocol (2.20); follow-up emails with C. Breyer of Night Owl in connection with technical issues related to document review (.40)

08/06/13 JCB	Discussions with E. Tobin and R. Abdelhamid re: issue coding list and document review protocol in connection with the JSN Adversary Proceeding as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (2.20); draft issue coding list in connection with same (1.30); conference call with Kramer Levin and Morrison & Foerster attorneys and Night Owl re: preparing database for document review (1.00); conferences with D. Bloom and B. Kotliar re: document review protocol re: same (1.30); draft document review protocol re: same to ensure accusing of background descriptions and proper tagging procedures (2.10)	7.90
08/07/13 SJR	Follow up regarding document production related to JSN litigation correspondence including allocation of work for completion of project under significant time constraints and tight deadlines in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (1.30)	1.30
08/07/13 TPS	Review file memos to prepare for client call regarding indemnity issues in connection with CMH dispute with Cerberus, a conflict party (.70)	0.70
08/07/13 TF1	Attend to logistics concerning document review of Debtor-produced documents for issue tagging for preparation for trial and depositions in connection with JSN Adversary Proceeding due to involvement of conflict parties including Wells Fargo and certain members of Ad Hoc Group, such as Loomis and UBS, including ensuring accuracy of protocol memorandum and logging procedures (1.00); work on 30(b)(6) deposition topic list and review counterclaims in connection with same (1.30); confer with M. Moscato on same (.30); review J. Levitt of Morrison & Foerster letter to Defendant UMB on OID discovery (.20); attend meeting at Morrison & Foerster to discuss work-in-progress and trial preparation (2.50); review, edit and finalize interrogatory responses to Wells Fargo and JSNs (2.40)	7.70
08/07/13 MJM	Discussion with T. Foudy re: draft 30(b)(6) notices to JSNs and various legal issues concerning the JSNs litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); participate in weekly JSN Adversary Strategy Meeting, with T. Foudy, E. Tobin, J. Levitt and S. Engelhardt of Morrison &	2.80

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Foerster, and counsel for the Creditors' Committee (2.50)

08/07/13	MG8	Attend to correspondence from L. Delehey regarding call to further review CMH Holdings dispute with Cerberus, a conflict party (.10); related follow-up correspondence with T. Smith re: same (.10)	0.20
08/07/13	EC	Correspondence with M. Moscato and T. Foudy regarding the interpretation of Section 4.10 of the JSN Indenture and release of collateral provisions in connection with the JSN Adversary Proceeding as Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); research relating to [REDACTED] [REDACTED] (2.40); draft email to E. Tobin and J. Berman discussing possible arguments re: same (.80)	3.70
08/07/13	BMK	Continue detailing document tags in order to inform document reviewers and staff of relevant facts and contentions in connection with JSN adversary proceeding where Wells Fargo and noteholders UBS and Loomis are conflicts parties (1.20); correspondence with D. Bloom re: same (.20); review same for outstanding issues and finalize portions of document (.40)	1.80
08/07/13	JTW	Review correspondence with B. Kotliar and D. Bloom re: detailing document review tags in order to inform document review team and staff of relevant facts and legal arguments in connection with the JSN Litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.30); assist J. Berman and B. Kotliar in drafting summary of document tags re: same (1.30); draft sections of memorandum re: JSNs alleged general intangibles lien on settlement proceeds and related adequate protection implications (3.10); research re: valuation of settlement in bankruptcy context (1.70); continue drafting of memorandum re: effect of settlement of the Intercompany Balances on the JSNs' alleged claims for adequate protection (.60)	7.00
08/07/13	DAB	Draft tagging "glossary" for use by document reviewers per J. Berman direction in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.00); correspondence with B. Kotliar and J. Weber re: same (.50); review and revise to same per J. Berman comments (2.00)	6.50
08/07/13	ET	Conference call with R. Abdelhamid of Morrison & Foerster and S. Martin of Morrison & Foerster, J. Morris and J. Rosell of Pachulski, and C. Siegel and A. Goodman of Kramer Levin re: categories of "issue tags" to be used by the Debtors and the Committee to review documents produced in the JSN Adversary	14.10

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Proceedings, in order to prepare for depositions and trial, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.70); revise list of "issue tags" and confer with R. Abdelhamid of Morrison & Foerster and J. Rosell of Pachulski re: same (1.10); confer with J. Berman, R. Abdelhamid and C. Breyer of Night Owl re: database for review and issue tagging of documents in connection with same (1.60); draft and revise document review protocol, focusing on procedural history in the JSN Adversary Proceedings, relevant issues in same and in connection with confirmation of the proposed liquidation plan, and descriptions of the "issue tags" that will be used in the review of documents produced by the Debtors in the JSN Adversary Proceedings (5.00); related correspondence with J. Berman, D. Bloom and R. Abdelhamid re: open issues in same (.90); review and revise the Debtors' responses to the interrogatories served by the Ad Hoc Group of Junior Secured Noteholders and Wells Fargo (1.20); correspond with B. Kotliar re: service of Debtors' responses to same (.30); attend meeting with counsel for the Debtors and the Creditors' Committee re: discovery, preparation for depositions and preparation for trial in the JSN Adversary Proceedings (2.50); follow-up email correspondence with A. Goodman and C. Siegel of Kramer Levin re: document responses and interrogatories served by the Debtors and the Committee (.80)

08/07/13 JCB	Revise document review protocol and issue tag descriptions in connection with the JSN Adversary Proceeding as Wells Fargo and noteholders UBS and Loomis are conflict parties, including editing descriptions of background events and specific issues that are focus of review (5.10); extensive follow-up correspondence with E. Tobin, D. Bloom and R. Abdelhamid of Morrison & Foerster re: same (.90); conference call with E. Tobin, R. Abdelhamid and S. Martin of Morrison & Foerster, J. Morris and J. Rosell of Pachulski, and C. Siegel and A. Goodman of Kramer Levin re: categories of "issue tags" in connection with same (.70); assist E. Tobin with revising list of "issue tags" (.60); correspond with R. Abdelhamid and J. Rosell re: same (.50); confer with E. Tobin, R. Abdelhamid and C. Breyer of Night Owl re: database for review and issue tagging of documents produced by the Debtors (1.60)	9.40
08/08/13 TPS	Review research memo on indemnity claim asserted with respect to fraudulent transfer in connection with potential claims analyzed by Curtis in connection with CMH dispute where Cerberus is a conflict party (.60); conference call with L. Delehey and Bill Tyson to review CMH claims (.60); attention to proposed budget and potential litigation strategy in connection with same	1.80

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(.60)

08/08/13 TF1	Review correspondence on issue tags and document review protocol in connection with JSNs' Adversary Proceeding due to involvement of conflict parties and certain members of Ad Hoc Group, including Loomis and UBS (.60); meet with M. Moscato re: ongoing tasks and division of labor (.20); review JSNs' and UMB's responses and objections to interrogatory requests from Committee (.30); review updated agendas for Wednesday coordination meetings (.10); continue review Rule 30(b)(6) topics in light of amended counterclaims and complaint (.80); review and draft emails regarding research on collateral release issue requested by Morrison & Foerster (.50)	2.50
08/08/13 MJM	Review legal memo re: Adequate Protection and Post-Petition Interest Pertaining to Claims of JSNs in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.00); discuss legal memo re: same with D. Bloom (.30); begin review of cases cited and discussed in same (.90); review draft email re: legal research concerning remedies for breach of contract for improperly releasing liens (.40); review Document Review Protocol for email review in connection with documents produced by Debtors (.60); meet with T. Foudy re: document review project tasks (.20); attend web-based Night Owl training session re: same (.80)	4.20
08/08/13 MG8	Review materials on CMH Holdings in order to prepare for call with L. Delehey, B. Tyson and B. Thompson in connection with potential claims in connection with CMH dispute with Cerberus, a conflict party (.40); participate in call with L. Delehey, B. Tyson, B. Thompson and T. Smith regarding strategy for addressing withheld distributions owed to ResCap by CMH Holdings (.60)	1.00
08/08/13 MAC	Attend web-based meeting on document review in connection with Curtis' review of documents in connection with JSN litigation and plan confirmation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.80); review issues related to document protocol in connection with same (.90)	1.70
08/08/13 EC	Research relating to rescission of collateral releases on the basis of fraud or mistake to assist in drafting portion of reply brief to the motions to dismiss filed in the JSN Adversary Proceeding as Wells Fargo and noteholders UBS and Loomis are conflict parties (3.60); meet with J. Berman and E. Tobin to discuss availability of equitable relief to reform collateral releases in connection with same (.40); research relating to availability of money damages against a collateral agent or similar custodian for the release of collateral in	7.30

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violation of the terms of a security agreement (2.40);  
research whether suit against collateral agent who  
wrongly authorizes release of collateral precludes  
injunctive relief to reinstate liens (.60); draft email  
discussing results of research relating to availability of  
equitable relief to reinstate loans (.30)

08/08/13 BMK	Review JSNs' and UMB's objections to plan and disclosure statement for impact on arguments and issues raised in the JSN Adversary proceeding where Wells Fargo and certain Ad Hoc Group members Loomis and UBS are conflict parties (.80); review and revise D. Bloom summary of same (.30)	1.10
08/08/13 JTW	Continue research re: settlement of Intercompany Balances re: diminution security interest in general intangibles and related valuation issues in connection with the JSN Litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (3.40); research re: evidentiary weight re: Debtors' schedules re: same (2.80); continue drafting memorandum re: adequate protection and settlement of Intercompany Balances in connection with diminution arguments (3.60); correspond with B. Kotliar, D. Bloom, J. Berman and E. Tobin re: revisions to the document review protocol (.50)	10.30
08/08/13 DAB	Meet with M. Moscato to discuss memorandum re: adequate protection issues in connection with legal research re: motions to dismiss filed in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); review of cases referenced in meeting in connection with same (1.20); correspond with J. Weber re: same (.30); coordinate with K. Kim re: production of materials for M. Moscato in connection with same (.40); follow-up correspondence with M. Moscato re: same (.10); correspond with E. Tobin re: JSN-related transactional documents in connection with document review protocol (.20); correspondence with J. Berman re: tagging protocol (.10); review revised tag list per E. Tobin email (.40); further revise tags for document review (2.50); correspond with J. Weber and J. Berman re: same (.80)	6.30
08/08/13 LT	Research re: adequate protection claims in connection with settled litigation claims in the Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.30)	4.30
08/08/13 FRG	Prepare document review materials for B. Kotliar for use in drafting tagging protocol in connection with the Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50)	1.50
08/08/13 ET	Draft emails to J. Berman, R. Abdelhamid of Morrison	10.00

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& Foerster, A. Goodman, C. Siegel, and P. Farber of Kramer Levin, and J. Morris and J. Rosell of Pachulski re: updated document review protocol and issue tag list in connection with coordinating document review project re: documents produced by the Debtors in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70); attend Relativity training session conducted by Night Owl in connection with same (.80); follow-up conference with J. Berman, R. Abdelhamid and C. Breyer re: preparation for the review of documents in connection with same (.50); extensive follow-up discussions by phone and email with R. Abdelhamid and Night Owl staff (2.40); discussions via telephone and email with Curtis attorneys reviewing documents re: questions about the documents and procedures for reviewing the documents, and review documents and portions of the Examiner's Report in connection with the same (3.10); work with J. Berman to address technical issues arising during review (.40); correspond with D. Bloom and B. Kotliar re: factual issues related to document review (.60); correspondence with A. Ruiz, M. Moscato, E. Combs and J. Berman re: research for reply memorandum in further support of the Debtors' motion to dismiss, focusing on remedies available against collateral agent for improper release of collateral in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70); review and revise email to A. Ruiz summarizing research re: same (.40); meet with E. Combs and J. Berman to discuss postpetition interest rate research (.40)

08/08/13 JCB	Research re: remedies available against collateral agent for alleged improper release of collateral in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.60); draft summary of findings re: same (1.20); correspondence throughout the day with D. Straus, G. Spencer, E. Tobin, S. Park, M. Bartley, P. Kadison, D. Glazer, and M. Jones re: proper document review procedures and explaining relevant facts (3.30); participate in Night Owl Relativity platform training (.80); follow-up conference with E. Tobin, R. Abdelhamid, and C. Breyer re: same and resolving open issues (.50); review documents marked as "Hot" or "Further Review Required" (.60); correspondence with Night Owl re: preparing documents for review (.50); prepare agenda for meeting with document reviewers (.30); determine review assignments for document reviewers (.30); correspondence with reviewers re: assignments and procedures to follow during review (.80); review Examiner Report and other case documents for information about documents in database in connection	11.30
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with same (1.00); address technical issues arising during review in connection with same (.40)

08/08/13 KK	Assemble cases cited re: adequate protection arguments in motions to dismiss and related pleadings filed in support and opposition per request of M. Moscato and D. Bloom in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.00)	2.00
08/09/13 TPS	Follow up with L. Delehey and D. Marquardt of ResCap on budgeting questions for proposed standards regarding CMH dispute with Cerberus, a conflict party, for impact on litigation strategy (.30)	0.30
08/09/13 TF1	Review and attend to responding to request to permit production received from U.S. Bank in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); email correspondence with E. Tobin, B. Kotliar, and Morrison & Foerster regarding filing of amended answer to counterclaims (.10); review Morrison & Foerster draft of section of reply brief on motion to dismiss concerning released collateral and provide comments on same (.50)	0.90
08/09/13 MJM	Discussion with J. Berman and E. Tobin re: identifying statements by Ocwen and Walter re: Platform Sale, and beginning to prepare witness files based on Examiner Report references in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); complete review of cases cited in Curtis legal memo re Adequate Protection issues (1.20); review draft sections of Reply Brief in support of Motion to Dismiss JSNs' Counterclaims in connection with same (.70); correspondence with M. Cohen, M. Gallgher, J. Weber, and D. Bloom re: adequate protection legal memo and related bankruptcy-specific issues (.40); participate and partially lead meeting with J. Berman, E. Tobin, and numerous document reviewers re: email review protocols in JSN litigation (.80)	3.60
08/09/13 SKC	Meet with E. Tobin to discuss assignment on Examiner's Report and background of case in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); review of complaint and Answer to retrieve relevant information regarding Examiner's Report and background (1.20); review of Examiner's Report to pull "hits" relevant to Farley, Westman, Tyson, Horner, Ruhlin and Goldin Associates for use in preparing witnesses for trial (4.90)	6.30
08/09/13 MAC	Participate in team meeting with respect to document review related to plan confirmation and the JSN	2.40

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Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); follow-up correspondence on issues in connection with same (1.50)

08/09/13 GF	Work with J. Weber on preparation and filing on adversary dockets the Plaintiffs' Answer and Affirmative Defenses to the First Amended Counterclaims of Defendants UMB Bank, N.A. and the Ad Hoc Group of Junior Secured Noteholders where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.40); emails with J. Weber re: as filed versions of same relating to each docket (.20)	1.60
08/09/13 JTW	Review and revise Debtors' Answer to JSNs' First Amended Counterclaims in preparation for filing in connection with the JSN Litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.90); supervise G. Faust filing and service re: same (.50); correspondence with M. Moscato and D. Bloom re: conclusions reached in memorandum re: JSNs' adequate protection claims as to cash collateral and other collateral and open questions left unresolved by same in connection with motions to dismiss (.90); review Ocwen SEC filings re: purchase price allocation with focus on allocation of purchase price to goodwill (2.70)	5.00
08/09/13 DAB	Extensive review of documents produced by Debtors in JSN litigation in which Wells Fargo and noteholders UBS and Loomis in connection with updating review protocol (1.50); review and analyze references to Cerberus in Examiner Report and other case documents in connection with research re: certain factual issues related to tagging documents produced by the Debtors (.80); review, analyze and respond to open issues regarding tagging of certain produced documents per J. Berman and E. Tobin request (1.50)	3.80
08/09/13 ET	Confer with M. Moscato and J. Berman re: analysis of Ocwen's public statements regarding purchase of the servicing platform assets, and analysis of portions of the Examiner's Report focusing on individuals identified by the Debtors as potential witnesses in the Initial Disclosures, in preparation for depositions and trial in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); review operative documents and meet with K. Kim, S. Kindya-Culley and J. Weber re: analysis of same in connection with same (1.00); follow-up discussions with K. Kim, S. Kindya-Culley and J. Weber re: same (.50); confer with J. Berman and R. Abelhamid of Morrison & Foerster re: review of documents by issue and document-type tags (1.40); follow-up correspondence with same re: same (.30); co-lead meeting with J.	6.10



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Berman and M. Moscato (partial) re: reviewing documents by issue and document-type tags (.90); respond to correspondence from document reviewers J. Rosenberg and B. Barath regarding questions about documents produced by the Debtors pertaining to the Debtors' prepetition financial condition (.90); further discussions with J. Berman and R. Abdelhamid re: progress of the document review and resolving issues raised by reviewers (.60)

08/09/13 JCB	Confer with E. Tobin and M. Moscato re: analysis of Ocwen's public statements regarding purchase of the servicing platform assets, and analysis of portions of the Examiner's Report focusing on individuals identified by the Debtors as potential witnesses in the Initial Disclosures, in preparation for depositions and trial in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); confer with E. Tobin and R. Abdelhamid re: review of documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation (1.40); follow-up correspondence with E. Tobin and R. Abdelhamid re: same (1.20); prepare agenda for meeting re: proper tagging and review procedures with E. Tobin and M. Moscato (partial) re: document review protocol (.90); review documents flagged by document reviewers as requiring second level review (2.80); organize and distribute review assignments and additional review instructions to document reviewers (.70); further discuss with E. Tobin and R. Abdelhamid progress of the document review and resolving issues raised by reviewers in connection with same (.60)	8.10
08/09/13 KK	Meet with E. Tobin and J. Weber re: SEC filings research in connection with goodwill arguments raised in the Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); conduct searches for all Ocwen SEC 8K, 10K, and 10Q reports to find language regarding "goodwill" of ResCap sale in connection with same (1.50); expand search time frame and pull relevant reports and exhibits in connection with same (1.00)	3.00
08/10/13 ET	Email correspondence with document reviewers, including J. Drew and G. Brandt re: questions in connection with document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.40); follow-up emails with same re: same (.40); confer with J. Berman, J. Weber, B. Kotliar, and R. Abdelhamid of	1.20

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Morrison & Foerster re: same (.40)

08/10/13 JCB	Review and respond to questions raised by attorneys conducting document review in connection with JSN adversary proceedings where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.40)	1.40
08/11/13 TF1	Review emails with comments on draft reply to motion to dismiss JSNs' counterclaims and page limit for same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	0.40
08/11/13 JTW	Correspond with P. Kadison and M. Stookey to clarify inquiries raised as to particular documents produced by the Debtors in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60)	0.60
08/11/13 DAB	Correspond throughout the day with J. Drew, B. Kotliar, J. Weber, P. Kadison, E. Tobin and J. Berman re: open issues relevant to document review of Debtors' production in JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (2.30)	2.30
08/11/13 ET	Review and analyze Ocwen's public statements regarding purchase of the servicing platform assets in connection with the Ocwen Asset Purchase Agreement, related to goodwill issues in JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); email correspondence with document reviewers, including M. Stookey, B. Kotliar, P. Kadison and J. Drew re: questions in connection with the review of documents produced by the Debtors in the JSN Adversary Proceeding (.70); correspondence with J. Berman, J. Weber, D. Bloom, and R. Abdelhamid of Morrison & Foerster re: same (.30)	1.90
08/11/13 JCB	Review and respond to numerous questions raised reviewing Debtors' document productions in JSN adversary proceedings in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (3.10); organize review process going forward to streamline responding to inquiries in connection with same (.40)	3.50
08/12/13 SJR	Attention to matters regarding potential for deposition of members of Ad Hoc Group of JSNs and discussions regarding same both internally and externally with Committee Counsel (1.60); review Reply on Motion to Dismiss and comments to same in connection with same (2.10); confer with T. Foudy re: staffing issues in connection with JSN document review (.10)	3.80
08/12/13 TF1	Meet with E. Tobin and M. Moscato to discuss status and progress of document review in connection with	5.20

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JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Loomis and UBS (.20); review emails from E. Tobin and J. Berman reporting on same throughout day (.30); conference call with S. Reisman to discuss progress and staffing (.10); review and send emails to J. Berman and E. Tobin in regards to staffing (.10); meet with M. Moscato to discuss legal research and work assignments (.40); review letters regarding discovery dispute concerning late OID discovery (.30); review emails on page limits, progress and comments with respect to reply brief on motion to dismiss counterclaims (.50); emails with Pachulski on status of deposition notices (.20); draft email to counsel for U.S. Bank regarding confidentiality waiver request (.20); review and revise draft reply on motion to dismiss counterclaims in order to draft email with comments to Morrison & Foerster and Kramer Levin (2.90)

08/12/13 MJM	Discussion with E. Tobin and T. Foudy re: status of document review project for JSN litigation where Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); discussion with T. Foudy re: tasks and work assignments and status of legal research in JSNs litigation (.40); review current version of draft Reply Brief in Support of Debtors' Motion to Dismiss JSNs' Counterclaims (.80); review draft Rule 30(b)(6) Notice to JSNs (.50)	1.90
08/12/13 SKC	Continue review of Examiner's Report re: "hits" relevant to Farley, Westman, Tyson, Horner, Ruhlin and Goldin Associates to prepare same for trial in the Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.30); print and analyze documents in connection with same (2.10)	8.40
08/12/13 ET	Meet with M. Moscato and T. Foudy re: to provide update on document review project in connection with the JSN Adversary Proceeding and Plan confirmation as Wells Fargo and noteholders UBS and Loomis are conflict parties (.20); revise list of issue tags in connection with same (2.20); review Relativity database and draft email to T. Foudy and M. Moscato re: status of the document review (.50); correspondence with document reviewers, including D. Straus, D. Bloom, B. Kotliar, J. Weber, H. Hiznay, H. Sawyer and T. Kapur re: designations for particular documents, focusing on Debtors' assets sales (among other issues) in connection with same (2.70); email correspondence with M. Moscato, T. Foudy, V. Hing, M. Harwood, J. Semmelman and S. Reisman re: availability of associates to participate in review project and related staffing matters in connection with same (.50)	6.10
08/12/13 JCB	Discussions with E. Tobin and R. Abdelhamid of	7.10

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Morrison & Foerster re: document review and revised list of issue tags in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20); respond to correspondence with document reviewers, including P. Kadison, D. Straus, D. Bloom, B. Kotliar and J. Weber, H. Hiznay, H. Sawyer and T. Kapur re: appropriate tags for documents (2.20); update review spreadsheet and determine new assignments for reviewers in connection with same (1.20); prepare for lunch meeting with document reviewers, including drafting outline of issues to discuss in connection with same (1.10); draft email to reviewers re: revised issue tags in connection with same (.40)

08/13/13 TPS	Follow up with M. Gallagher regarding strategy for CMH dispute with Cerberus, a conflict party (.20)	0.20
08/13/13 TF1	Review and provide comments on multiple drafts of reply brief in support of motion to dismiss counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.10); review comments to reply brief circulated by Morrison & Foerster and Pachulski (.40); review reply brief filed by JSNs in support of their partial motion to dismiss complaint (.30); review Court order denying UMB request for OID discovery for impact on document review (.10); participate in meeting with E. Tobin, J. Berman, and M. Moscato to discuss progress of document review and methods for making tagging more efficient (1.10); attend to matters regarding staffing of review in connection with same (.30)	4.30
08/13/13 MJM	Attend portion of meeting with T. Foudy, J. Berman, and E. Tobin to discuss status and strategy for document review project in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90)	0.90
08/13/13 TL	Attention to correspondence re: organization and staffing to review documentation in the JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.70)	1.70
08/13/13 SKC	Continue review of Examiner's Report to identify "hits" relevant to Farley, Westman, Tyson, Horner, Ruhlin and Goldin Associates for preparing same for trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.50); correspondence with E. Tobin on document hits in connection with same (.10) create chart of hit documents footnotes with corresponding potential witness information in connection with same (1.20)	4.80
08/13/13 MG8	Correspond with T. Smith regarding strategy for CMH	1.40

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Holdings payment dispute situation with Cerberus, a conflict party, and related follow-up (.60); review Court's written opinion denying and granting in part UMB motion to dismiss Committee's adversary complaint with respect to the JSNs litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80)

08/13/13 BMK	Collaborate with E. Tobin, J. Berman, J. Weber and R. Abdelhamid of Morrison & Foerster re: review and revise tagging protocol to streamline document review procedures, including overhaul of and revisions to tag descriptions and review protocol to be distributed to document reviewers in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.60); respond to email correspondences re: same from E. Tobin and J. Berman re: tagging procedures and protocol for certain prepetition and postpetition documents, including a review of the Examiner Report and relevant background/facts in connection with same (.70)	5.30
08/13/13 JTW	Review of Memorandum Opinion signed on 8/13/2013 Granting in Part and Denying in Part UMB Bank's Motion to Dismiss which dismisses count V of the committee's complaint re: BMMZ facility recharacterization in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties for impact on document review (1.10); participate in internal meeting with E. Tobin, J. Berman, R. Abdelhamid of Morrison & Foerster, and B. Kotliar re: refining issuing tagging list for document reviewers in effort to facilitate the document review and streamline procedures re: same in light of tight project deadlines (4.50)	5.60
08/13/13 DAB	Review and analyze Court's decision re: UMB Bank's Motion to Dismiss re: pre-petition BMMZ facility and OID issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); correspond with B. Kotliar re: same (.10); analyze open tagging issues relevant to same re: E. Tobin and J. Berman request (.80); correspond with M. Castillo, B. Kotliar, J. Weber, E. Tobin and J. Berman re: same (1.00); confer with E. Tobin and J. Berman re: revision to issue tags (.80); review revised tags for accuracy and completeness (.50)	3.60
08/13/13 ET	Draft and review emails with J. Berman, T. Lauer, V. Hing, B. Kotliar, R. Hansen, R. Hum, D. Bloom, J. Weber, G. Brandt, and R. Abdelhamid of Morrison & Foerster re: review of documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN	10.10

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adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.10); telephone call with A. Goodman re: same and draft follow-up email to A. Goodman of Kramer Levin re: same (.20); telephone call with R. Abdelhamid re: update of issue tag list for review of documents produced by the Debtors in the JSN Adversary Proceeding (.20); meet with M. Moscato (partial), T. Foudy and J. Berman update and status of document review (1.10); work with J. Berman, R. Abdelhamid, B. Kotliar, D. Bloom (partial) and J. Weber to revise issue tag list and document review protocol, focusing on updating revising descriptions of issue tags (4.60); work with J. Berman to review and revise finished product re: same to prepare to circulate (1.70); draft emails to T. Foudy, M. Moscato, and A. Goodman, C. Siegel, and P. Farber of Kramer Levin, and J. Morris and J. Rosell of Pachulski enclosing updated list of issue tags (.20)

08/13/13 JCB	<p>Draft and review emails with R. Abdelhamid of Morrison &amp; Foerster, E. Tobin, T. Lauer, V. Hing, B. Kotliar, R. Hansen, R. Hum, D. Bloom, J. Weber, G. Brandt, A. Anon, S. Morris and other reviewers about review of documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.20); meet with M. Moscato (partial), T. Foudy and E. Tobin re: documents produced by the Debtors in the JSN adversary proceeding (1.10); work with E. Tobin, R. Abdelhamid, B. Kotliar, D. Bloom and J. Weber to revise issue tag list and document review protocol, focusing on updating revising descriptions of issue tags (4.60); assist E. Tobin in finalizing product re: same to circulate (1.70); review of E. Tobin draft email enclosing updated list of issue tags (.80); reviewing batch assignments and determining new reviewer assignments (.50)</p>	10.90
08/13/13 KK	<p>Pull requested OCWEN APA SEC reports in connection with goodwill arguments raised in the Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); assemble materials re: same (1.00)</p>	1.50
08/14/13 SJR	<p>Attend to issues regarding possible service of subpoenas on Ad Hoc Group members and feedback from various parties including Morrison &amp; Foerster, Pachulski, and Kramer Levin in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10); review e-mails in connection with same as well as draft of deposition notices and subpoenas to prepare same for possible service (.40)</p>	1.50



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08/14/13	TPS	Follow up with client regarding potential turn-over motion in connection with CMH dispute with Cerberus, a conflict party (.30); review indemnity language in operative agreements in connection with same (.50)	0.80
08/14/13	TF1	Revise 30(b)(6) notice to JSNs and draft email to Morrison & Foerster, Pachulski and Kramer Levin in regards to same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.80); exchange emails with Pachulski, Morrison & Foerster and Kramer Levin re: possible additional deposition notices and subpoenas (.50); conference M. Moscato, with E. Tobin and J. Berman to discuss revision of issue tags in connection with JSN Adversary Proceeding document review project (.30); review revised list of issue tags in connection with same (.20)	2.80
08/14/13	MJM	Discuss revised issue tags and email review project in general with T. Foudy, J. Berman, and E. Tobin in connection with JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Loomis and UBS (.30)	0.30
08/14/13	TL	Correspondence and organization of Curtis London office to review documentation in the JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50); meet with J. Ogilvie, V. Atkinson, B. Doline, and K. Behrouz discussing case and assignment in connection with same (1.20); review of document review protocol and ancillary documentation in connection with same (1.80)	4.50
08/14/13	SKC	Continue review of Examiner's Report in hard copy and online to identify further pages for "hits" relevant to Farley, Westman, Tyson, Horner, Ruhlin and Goldin Associates in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties for use in trial and deposition preparation (3.90); continue to update chart of potential documents from footnotes with corresponding potential witness information in connection with same (4.60)	8.50
08/14/13	MAC	Review open issues and questions in connection with document review project related to JSN Adversary Proceeding and Plan Confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90)	0.90
08/14/13	MPJ	Correspond with J. Berman re: potential for drafting and serving a Rule 30(b)(6) subpoena on UMB Bank defendant in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are	0.30

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conflict parties (.30)

08/14/13 JTW	Review of Ocwen public SEC filings including 8-K's, 10-Q's in connection with goodwill arguments raised in the Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.40); confer with E. Tobin re: same and discuss strategy and next steps re: including potential arguments and evidentiary weight (2.30); correspond with D. Bloom and B. Kotliar re: revised tagging issues list (.10); correspond with B. Kotliar, E. Tobin, J. Berman and D. Bloom re: significance of certain documents pertaining to "borrowing base" within the JSN Document Production as well as issues related to bilateral facilities and exhibit 7.01 of the 2009 AFI Revolver (.40)	5.20
08/14/13 DAB	Analyze open tagging issues relevant to same re: E. Tobin and J. Berman request in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.00); correspond with S. Morris, S. Balian, B. Patterson, S. Jude, B. Kotliar, J. Weber, E. Tobin and J. Berman, and R. Abdelhamid of Morrison & Foerster re: bilateral facilities issues, tax treatment issues, and other open document tagging issues in connection with same (1.00); confer with E. Tobin and R. Abdelhamid re: revision to issue tagging summary list (.40); review revised tags (.50); correspond with J. Berman re: presentation to document reviewers of sample issue tagged documents (.80); extensive review of Debtors' production database to locate sample documents for same (4.40)	10.10
08/14/13 ET	Confer with J. Weber to review financial statements filed by Ocwen Loan Servicing, LLC, focusing on Ocwen's statements regarding goodwill in connection with the assets purchased from ResCap in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.30); correspond with S. Kindya-Culley re: analysis of portions of the Examiner's Report focusing on individuals identified by the Debtors as potential witnesses in the Initial Disclosures, in preparation for depositions and trial in the JSN Adversary Proceeding (.20); draft and review email correspondence with attorneys reviewing documents, including T. Laurer, J. Ogilvie, S. Tsikata, K. Behrouz, V. Atkinson, R. Hum, R. Hansen, and A. Anon re: same (1.40); meet with T. Foudy, M. Moscato and J. Berman re: updated issue tags in connection with same (.30); email correspondence with P. Farber of Kramer Levin, J. Rosell of Pachulski, R. Abdelhamid of Morrison & Foerster, and J. Berman re: review of documents and update list of issue tags per comments from P. Farber in connection with same (.60); continue to review and	11.40



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update issue tag list for review of documents produced by the Debtors in connection with same (2.60); work with J. Berman to draft search terms and additional protocols for review of documents by issue so documents can be used in preparation for depositions and trial (3.10); correspond with R. Abdelhamid, J. Berman, B. Kotliar, J. Weber, and D. Bloom in order to respond to questions from document reviewers re: appropriate issue tags (.90)

08/14/13 JCB	Draft and review email correspondence with attorneys reviewing documents, including S. Jude, T. Laurer, J. Ogilvie, S. Tsikata, K. Behrouz, V. Atkinson, R. Hum, R. Hansen, and A. Anon re: review of documents by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.20); meet with T. Foudy, M. Moscato and E. Tobin re: updated issue tags in connection with same (.30); email correspondence with P. Farber of Kramer Levin, J. Rosell of Pachulski, and R. Abdelhamid of Morrison & Foerster, and E. Tobin re: review of documents and update list of issue tags per comments from P. Farber in connection with same (.80); continue to review relevant documents in connection with revising issue tag list for review in connection with same (2.90); work with E. Tobin to draft search terms and additional protocols for review of documents by issue (3.10); correspond with R. Abdelhamid, E. Tobin, B. Kotliar, J. Weber, and D. Bloom and respond to questions from document reviewers re: appropriate issue tags (.90)	9.20
08/14/13 KK	Assemble folder of Ocwen APA SEC filings relating to goodwill issues per request of E. Tobin in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
08/15/13 SJR	Attend to review of e-mails regarding discovery in connection with JSN litigation over purported entitlement to post-petition interests and review of underlying documentation and materials in connection with same (4.30)	4.30
08/15/13 TF1	Review new drafts of work-in-progress reports circulated by Committee in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); review letter from D. Baumstein of White & Case regarding Debtors' production in connection with same (.20); review relevant FIGC settlement filings, including objection by Monarch and transcript of Court's rulings on Mediation privilege and reliance for impact of JSN litigation (.40); attend weekly litigation	4.30

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coordination meeting with E. Tobin, S. Engelhardt of Morrison & Foerster, P.B. O'Neill, G. Horowitz, C. Siegel, A. Goodman, E. Lintz, P. Farber, and R. Feinstein of Kramer Levin, and J. Morris and J. Rosell of Pachulski (2.00); review and edit drafts of 30(b)(6) subpoenas to Ad Hoc Group, UMB and Wells and provide comments on same (1.20); emails regarding Akin Gump's request to add additional affirmative defense (.20)

08/15/13 MB	Telephone call with D. Bloom concerning serving subpoena upon US Bank in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	0.40
08/15/13 TL	Attention to organization of London office attorneys in document review for the JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.80); resolve organization and staffing issues and respond to various procedural questions in connection with same (.70); correspondence with E. Tobin and J. Berman in connection with same (.50)	3.00
08/15/13 SKC	Continue review of Examiner's Report in hard copy and on line to identify further pages for "hits" relevant to Farley, Westman, Tyson, Horner, Ruhlin and Goldin Associates in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.10); continue to update chart of potential documents from footnotes with corresponding potential witness information in connection with same (3.30)	6.40
08/15/13 BMK	Respond to email correspondences from E. Tobin and J. Berman re: document review protocol and preparations re: meeting to discuss updated protocol and ensure consistent procedures in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	0.40
08/15/13 JTW	Draft memorandum re: Ocwen's public SEC filings and the reported valuation of goodwill associated with Ocwen's purchase of the Debtors' servicing segment and diversified fee based business in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); conduct research re: additional Ocwen materials re: same such as earnings calls and board minutes (2.30); conference with E. Tobin re: research findings re: same (.50)	5.70
08/15/13 DAB	Further review of documents in Debtors' JSN litigation production in order to identify exemplars for each of several dozen tagging categories in connection with	12.90

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Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (7.60); discuss US Bank subpoena with M. Bartley in connection with same (.40); draft presentation in connection with same for reviewer meeting (1.50); correspond with J. Berman re: review of presentation (.40); correspond with S. Morris, R. Abdelhamid of Morrison & Foerster, B. Kotliar, J. Weber, E. Tobin and J. Berman re: open document tagging issues and factual issues (1.20); correspond with R. Abdelhamid re: master set of documents in connection with same (.20); analyze Examiner Report, secondary sources, and Debtors' production for references to Flume pledge (1.30); correspond with J. Berman re: revision to Broker Agreement tag (.30)

08/15/13 SS2	Per B. Kotliar's request, assemble materials for binder re: motion to dismiss and complaints in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50)	1.50
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08/15/13 ET	Confer with J. Weber re: Ocwen's public SEC filings in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); draft email to M. Moscato and T. Foudy re: same (.40); review documents and draft memorandum analyzing issues related to Ocwen's allocation of the purchase price paid for the origination and servicing platform assets (1.60); attend weekly strategy meeting with counsel for the Debtors and the Creditors' Committee, including T. Foudy, S. Engelhardt of Morrison & Foerster, P.B. O'Neill, G. Horowitz, C. Siegel, A. Goodman, E. Lintz, P. Farber, and R. Feinstein of Kramer Levin, and J. Morris and J. Rosell of Pachulski re: preparation for depositions and trial in the JSN adversary proceeding (2.00); correspond with B. Kotliar re: review of documents produced by the Ad Hoc Group in response to the Debtors' discovery requests, in preparation for the Debtors' 30(b)(6) deposition of the Ad Hoc Group's designated witness (.40); review correspondence re: discovery disputes (.60); confer with R. Abdelhamid re: same (.40); draft and review email correspondence with Nightowl and attorneys reviewing documents, including K. Meehan, D. Glazer and E. Combs, re: review of documents by issue and document-type tags so documents can be used in preparation for depositions and trial (1.80); correspond with J. Berman and R. Abdelhamid re: status of document review, following meeting of Debtors' and Creditors' Committee's counsel (.70); confer with R. Abdelhamid and J. Berman to respond to questions from document reviewers re: appropriate issue tags for documents produced by Debtors in the JSN adversary proceeding (2.20); review documents in preparation for August 16,	11.50
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2013 presentation to document reviewers (.50);  
correspond with D. Bloom, J. Berman and J. Weber re:  
same (.40)

08/15/13 JCB	Confer with E. Tobin and R. Abdelhamid of Morrison & Foerster re: status of document review in connection with documents produced by Debtors in the JSN Adversary Proceeding where noteholders UBS and Loomis are conflict parties (.70); confer with R. Abdelhamid and E. Tobin in order to respond to questions from document reviewers (2.40); follow up correspondence re: same with B. Kotliar, J. Weber, and D. Bloom (.50); update document review chart to reflect completed assignments and allocating new batches to document reviewers (.60)	6.20
08/16/13 SJR	Review issues regarding original issue discount in connection with document review tagging in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10)	1.10
08/16/13 TF1	Review served subpoenas and deposition notices in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Loomis and UBS (.20); email correspondence providing instructions re: same to E. Tobin and M. Jones (.20); review research regarding deposition number limits under Rule 30 (.80); review and edit multiple drafts of letter to JSNs on same (.60); exchange multiple emails with J. Levitt and S. Engelhardt of Morrison & Foerster, and G. Horowitz of Kramer Levin regarding same (.30); attend portion of document review protocol meeting to address reviewer questions (.80); review memo on Ocwen public statements and filings and send follow-up inquiry with E. Tobin and J. Weber on same (.30)	3.20
08/16/13 TL	Review of document review protocol and ancillary documents, studying bankruptcy case and pending dispute in the JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (2.50); attend meeting with V. Atkinson, J. Ogilvie, and K. Behrouz explaining ResCap, GMAC, Ally Financial and origination, securitization and servicing of residential mortgages (1.00); attend telephone conference regarding review procedures led by E. Tobin, J. Berman, and D. Bloom in connection with same (1.50); respond to correspondence re: document review tagging issues (1.00)	6.00
08/16/13 SKC	Continue to Review Examiner's Report in Hard copy and on line to identify further pages for "hits" relevant to Farley, Westman, Tyson, Horner, Ruhlin and Goldin Assoc., providing all updated information to E. Tobin in connection with Consolidated JSN Adversary	6.40

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Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (6.40)

08/16/13 MAC	Prepare for and attend meeting led by J. Berman, E. Tobin, and D. Bloom with document review team in connection with review of documents related to JSN litigation and plan confirmation where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); confer with E. Tobin and J. Berman re: same (.30)	1.80
08/16/13 EC	Confer with E. Tobin, J. Drew, M. Jones, B. Kotliar, J. Weber, D. Bloom, J. Berman, and E. Tobin to discuss strategy for additional level of document review and receive assignments of specialized topics for review in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	0.40
08/16/13 MPJ	Research Second Circuit case law interpreting Federal Rules of Civil Procedure presumptive 10 deposition limit in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.70); draft memorandum re: same (.70); meet with E. Tobin, J. Berman, J. Drew, D. Bloom, J. Weber, and B. Kotliar regarding strategies for conducting higher-level review of documents relating to the extent and value of the JSNs' liens (.40)	2.80
08/16/13 BMK	Assist meeting led by E. Tobin, J. Berman, and D. Bloom re: review of updated protocol and sample documents highlighting proper tagging procedures in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); prepare for same with E. Tobin, D. Bloom, and J. Berman by reviewing facts and tagging procedures (.40); respond to email correspondence from T. Foudy re: documents produced by Ad Hoc Group and whether production includes certain emails of noteholders (.50); discuss with E. Tobin new assignment re: deposition of Ad Hoc Group and individual noteholders and project tasks for review of documents re: same (.30); respond to various correspondences from E. Tobin and J. Berman re: questions re: tagging procedures (.50); meet with E. Tobin, J. Berman, J. Drew, D. Bloom, J. Weber, and M. Jones regarding strategies for conducting higher-level review of documents relating to the extent and value of the JSNs' liens (.40)	3.60
08/16/13 JTW	Continue review of Ocwen's public filings and other relevant documents for impact on JSNs' alleged lien on intangible value associated with Residential Capital Asset Sales in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.10);	4.00

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prepare, participate and assist in leading discussion at meeting led by E. Tobin, J. Berman, and D. Bloom re: update on document review process to clarify certain issues in response to reviewers questions re: background and tagging protocol (1.50); participate in internal meeting with E. Tobin, J. Drew, J. Berman, B. Kotliar, M. Jones, E. Combs, and D. Bloom re: second level review in preparation for depositions (.40)

08/16/13 DAB	Further review of documents in Debtors' JSN litigation production in order to identify exemplars for each tagging category in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.90); further prepare for presentation in connection with same for reviewer meeting (1.80); lead meeting with E. Tobin and J. Berman re: same (1.50); participate in internal meeting with E. Tobin, J. Drew, J. Berman, B. Kotliar, M. Jones, E. Combs, and J. Weber re: second level review in preparation for depositions (.40)	5.60
08/16/13 SS2	Per E. Tobin's request, assemble materials for binder titled "Depositions and Subpoenas" in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.50); create chart re: deposition and subpoenas on same (1.50)	5.00
08/16/13 ET	Telephone calls with R. Abdelhamid of Morrison & Foerster re: substantive document review in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.70); review documents and email correspondence and draft and revise agenda for meeting with document reviewers, and confer with J. Berman and R. Abdelhamid re: same (2.30); meet with J. Berman, D. Bloom and B. Kotliar to prepare for meeting with all document reviewers (.40); lead meeting along with J. Berman and D. Bloom with document reviewers from Curtis, Morrison & Foerster, and Pachulski re: review of documents by issue and document-type tags so documents can be used in connection with same (1.50); review relevant documents and follow-up email correspondence with R. Abdelhamid, J. Weber and D. Bloom re: document issue tagging, focusing on issues related borrowing base reports and the AFI LOC facility (1.10); respond to questions from document reviewers re: appropriate issue tags for documents produced by Debtors (1.10); correspond with J. Berman, D. Bloom, B. Kotliar, and J. Weber re: same (.50); email correspondence with J. Rosell of Pachulski re: follow-up meeting re: review of documents produced in the JSN adversary proceeding, plan follow-up meeting for August 17, 2013 (.40); correspondence with J.	8.80



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Weber and B. Kotliar re: same (.20); correspond with B. Kotliar re: review of documents produced by the Ad Hoc Group in response to the Debtors' discovery requests, in preparation for the Debtors' 30(b)(6) deposition of the Ad Hoc Group's designated witness (.60)

08/16/13 JCB	Review documents and email correspondence and preparing agenda for meeting with document reviewers, and confer with E. Tobin and R. Abdelhamid of Morrison & Foerster re: same in connection with preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (2.20); meet with E. Tobin, D. Bloom and B. Kotliar to prepare for meeting with all document reviewers (.40); assist in leading meeting with E. Tobin and D. Bloom re: review of documents by issue and document-type tags so documents can be used in connection with same (1.50); correspond with R. Abdelhamid, E. Tobin, B. Kotliar, J. Weber and D. Bloom, responding to questions from document reviewers re: appropriate issue tags for documents produced by Debtors in the JSN adversary proceeding (1.60)	5.80
08/17/13 TF1	Review emails from M. Jones regarding deposition limitations and presence of privileged documents in Debtors' production in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); emails regarding division of labor for taking depositions (.20); emails with Morrison & Foerster and Committee regarding research of effect of consolidation on deposition number limitations (.10); review emails regarding involvement of H5 in developing search terms and expediting review process in connection with JSN document review (.20)	0.80
08/17/13 BMK	Respond to email correspondences re: miscellaneous bilateral facilities and securitizations and proper tagging of same in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); prepare for call re: resolving open issues in doc review by reviewing materials circulated by E. Tobin and J. Rosell of Pachulski (.20); teleconference with J. Rosell of Pachulski, R. Abdelhamid of Morrison & Foerster, E. Tobin, J. Berman, and J. Weber re: preparation for larger conference and review of documents for appropriate tagging protocol, including general rules and guidelines (.50); teleconference with J. Rosell and Pachulski attorneys and E. Tobin, J. Berman, and J. Weber re: revised tagging protocol and resolving open issues re: same (2.10)	3.20

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08/17/13 JTW	Participate in initial call with J. Rosell of Pachulski, R. Abdelhamid of Morrison & Foerster, and E. Tobin re: sample set of document exemplars for review meeting in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); conference call with same and Pachulski attorneys re: same explaining relevant background information and resolving tagging issues in connection with same (2.10); follow-up correspondence with J. Rosell re: clarification of particular issues that arose during conference call (.10)	2.70
08/17/13 ET	Draft and review emails from M. Moscato, T. Foudy, M. Jones, and J. Weber re: research re: application of ten-deposition limit under the Federal Bankruptcy Rules in consolidated actions in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); review and respond to substantive questions from document reviewers, including G. Brandt, G. Schrader, B. Barath, B. Patterson and P. Kadison, re: appropriate issue tags for documents produced by Debtors (.70); follow-up correspondence with R. Abdelhamid, B. Kotliar, and J. Weber re: same (.40); review documents and confer with J. Rosell of Pachulski via email in preparation for meeting with document reviewers (.50); conference call with J. Rosell, E. Tobin, J. Weber, and B. Kotliar regarding substantive issue tagging of documents produced by third parties in the JSN adversary proceeding (.50); attend portion of conference call with J. Rosell and Pachulski team regarding substantive issue tagging of documents (1.30); conference call with R. Abdelhamid, C. Siegel of Kramer Levin and J. Natividad (partial) re: retainer of H5 for document review and deposition preparation (.70); follow-up telephone call with R. Abdelhamid re: same (.10); email correspondence with M. Moscato, T. Foudy and R. Abdelhamid re: services provided by H5 to efficiently review documents (.40)	5.50
08/17/13 JCB	Review of documents identified by Pachulski in preparation for call with document reviewers re: appropriate tagging of documents in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.30); conference call with E. Tobin (partial), B. Kotliar, J. Weber, J. Rosell of Pachulski, and document reviewers to discuss tagging determinations (2.10); respond to questions emailed by document reviewers re: tagging of documents in connection with same (1.20)	4.60
08/18/13 TF1	Review email from UMB counsel seeking permission to add affirmative defense in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict	0.30



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parties (.10); review Committee email responses in connection with same (.10); exchange emails with Morrison & Foerster in regards to response to same (.10)

08/18/13 MPJ	Research whether the Federal Rules of Civil Procedure's presumptive limit to 10 deposition applies to consolidated actions in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00); draft summary of research results to M. Moscato, T. Foudy, E. Tobin and J. Berman (.20)	1.20
08/18/13 JTW	Correspondence with B. Kotliar, E. Tobin, and J. Rosell of Pachulski and R. Abdelhamid of Morrison & Foerster re: issue tagging of documents and correspondence with document review team to clarify the tagging of certain documents in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90)	0.90
08/18/13 DAB	Respond to open questions regarding document review from R. Abdelhamid of Morrison & Foerster, E. Tobin, P. Kadison, J. Levine, J. Drew, J. Weber in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.30)	2.30
08/18/13 ET	Review and analyze documents produced by the Ad Hoc Group in response to the Debtors' document requests, in the JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties, in preparation for the Debtors' 30(b)(6) deposition of the Ad Hoc Group (1.10); review and analyze case law re: application of the ten-deposition limit under the Federal Rules of Bankruptcy Procedure in connection with the discovery dispute with the JSNs (1.20); follow-up correspondence with M. Moscato and M. Jones re: same (.20); call with R. Abdelhamid of Morrison & Foerster re: services provided by H5 in connection with technology-assisted review of documents produced by the Debtors in the JSN adversary proceeding in preparation for depositions and trial (.30); email correspondence with R. Abdelhamid of Morrison & Foerster and C. Siegel of Kramer Levin, regarding services provided by H5 (.80); confer with J. Rosell of Pachulski, J. Weber, and R. Abdelhamid re: appropriate issue tags for documents produced by Debtors and third-parties in the JSN adversary proceeding (1.40)	5.00
08/19/13 TF1	Participate in call with Ally counsel regarding preparation for depositions in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); draft email to C. Shore, counsel to the Ad	1.40

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Hoc Group, following up on Aurelius production (.20);  
review emails on UMB motion to amend answer (.30);  
follow-up correspondence with M. Moscato and E. Tobin  
re: division of labor and issues surrounding depositions  
(.50)

08/19/13 JD3	Review OID-related documents for issue tagging purposes in connection with JSN document review project in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.70)	0.70
08/19/13 MJM	Begin preparations for 30(b)(6) depositions of the Ad Hoc Group (1.70)	1.70
08/19/13 TL	Attend to document review in connection with JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.60); respond to inquiries and questions of V. Atkinson, B. Doline, K. Behrouz, J. Ogilvie and S. Tsikata in connection with proper categorization of documentation pursuant to review protocol in connection with same (1.90)	2.50
08/19/13 MAC	Review status of document review project related to plan confirmation and JSN litigation in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
08/19/13 BMK	Respond to email correspondence from document reviewers re: relevant background and appropriate tagging procedures in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80)	0.80
08/19/13 JTW	Correspondence with E. Tobin re: Ocwen research re: public filings implicating potential goodwill arguments in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); correspondence with J. Rosell of Pachulski re: review of inquiries as to certain issues surrounding the collateral value of the assets securing the GMAC/AFI Revolver in connection with depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation (.80); attend to correspondence with J. Rosenberg, C. Stakim, J. Levine, and S. Jude of Morrison & amp; Foerster re: clarification on certain documents as to proper marking of the documents by issue and document-type tags so documents can be used in connection with same (1.40)	2.50
08/19/13 DAB	Respond to open questions regarding document review from J. Berman, R. Abdelhamind of Morrison & Foerster, C. Stakim, S. Park, S. Jude, J. Rosenberg, E. Tobin, P. Kadison, J. Levine, J. Drew, J. Weber in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders	3.50

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Loomis and UBS are conflict parties (3.50)

08/19/13 FRG	Assist B. Kotliar with materials re: pleadings in consolidated JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40)	0.40
08/19/13 SS2	Per E. Tobin's request, re-assemble materials for binder titled "Depositions and Subpoenas" to reflect chart in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties for use in assisting with discovery and related disputes (2.00); per. B. Kotliar's request, assemble materials re: same and circulate to M. Moscato (.50)	2.50
08/19/13 ET	Meet with S. Englehardt, T. Goren and R. Abdelhamid of Morrison & Foerster re: substantive discussion of issues in the JSN Adversary Proceeding based on the Debtors' witnesses identified as deponents by UMB and the Ad Hoc Group in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.70); meet with R. Abdelhamid prior to meeting to prepare for same (.60); follow-up meeting with R. Abdelhamid and draft outline re: identification of issues relevant to the deponents noticed by UMB and the Ad Hoc Group (2.00); confer with R. Abdelhamid and C. Siegel of Kramer Levin re: services provided by H5 re: technology-assisted review and issue tagging of documents produced by the Debtors in preparation for depositions in the JSN adversary proceeding (.50); review relevant documents, witness declarations and deposition transcripts, and revise outline of issues relevant to the deponents noticed by UMB and the Ad Hoc Group in the JSN adversary proceeding (5.20)	10.00
08/19/13 JCB	Respond to questions raised by document reviewers in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.20); update review spreadsheet and assign new batches to reviewers to facilitate review process (.40)	1.60
08/20/13 SJR	Analysis of issues regarding JSNs postpetition interest disoute in connection with valuation of collateral issues in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20)	2.20
08/20/13 TF1	Review email from J. Morris of Pachulski raising issues for "meet and confer" and correspond re: same with M. Moscato in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); participate in pre-call for "meet and confer" with defendants on depositions and document production	8.90

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(.40); participate in "meet and confer", and follow-up calls with Court and with G. Horowitz of Kramer Levin, J. Morris of Pachulski and S. Engelhardt of Morrison & Foerster in connection with same (1.40); meet with E. Tobin, M. Jones and M. Moscato to discuss drafting letter to court on ten-deposition limit (.70); meet with E. Combs, B. Kotliar and M. Moscato to discuss preparation for Rule 30(b)(6) depositions of UMB and Ad Hoc Group (3.70); review and edit multiple drafts of letter to court on ten-deposition limit (2.10); follow-up on scheduling of defendants' depositions (.30)

08/20/13 JD3	Continue review OID-related documents in connection with JSN document review project in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.80); prepare and circulate list of search terms related to OID (.30)	2.10
08/20/13 MJM	Review materials to prepare for 30(b)(6) depositions of UMB and the Ad Hoc Group of JSNs in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); meet with T. Foudy, E. Combs, and B. Kotliar to discuss preparations and examination scripts for Rule 30(b)(6) depositions of UMB and the Ad Hoc Group (3.70); review draft letter to J. Glenn re: requiring Defendants to adhere to the 10-deposition limit of the Federal Rules of Civil Procedure (.70); meeting with T. Foudy, M. Jones, and E. Tobin re: revising draft letter to J. Glenn re: requiring Defendants to adhere to the 10-deposition limit (.70); edit revised draft of letter to J. Glenn re: JSNs' violation of 10-deposition limit (.60); correspond with E. Tobin re: edits to 10 deposition letter (.30)	7.20
08/20/13 TL	Address inquiry of London document review in connection with JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group re: questions in connection with proper categorization of documentation pursuant to review protocol (2.20)	2.20
08/20/13 EC	Meet with B. Kotliar, T. Foudy, and M. Moscato in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties to discuss deposition of Ad Hoc Group corporate representative and script (3.70); draft deposition script for corporate representative of Ad Hoc Group on topics relating to releases of collateral (1.50); review documents, including complaint and counterclaims, as well as produced documents for information relating to substance of JSN counterclaims and to identify documents for examination (2.90); continue drafting deposition script for Ad Hoc Group for topics relating to collateral releases (1.80)	9.90

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08/20/13 MPJ	Meet with M. Moscato, T. Foudy, and E. Tobin to discuss draft of letter to Judge Glenn arguing the Junior Secured Noteholders should be barred from taking beyond 10 depositions in connection with Curtis' representation as conflicts counsel in the dispute with the Junior Secured Noteholders regarding the extent and value of their liens, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.70); draft legal argument section of letter to Judge Glenn arguing that the Junior Secured Noteholders should be limited to ten depositions in connection with same (2.30)	3.00
08/20/13 BMK	Conference with T. Foudy, M. Moscato, and E. Combs to discuss strategy and outline for depositions pursuant to 30(b)(6) of UMB Bank and the Ad Hoc Group to be handled by Curtis in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.70); respond to email correspondence re: background to various loan and credit agreements, special purpose entities and bilateral facilities, and other financing questions (.70)	4.40
08/20/13 JTW	Correspond with P. Kadison re: clarification of issues related to document issue tags in connection with review of documents produced by the Debtors in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); correspondence with D. Bloom and R. Hansen re: clarification on issue tagging documents with respect to european asset sales in 2010-2011 related to certain affiliated entities including Viaduct (UK) (.50)	0.80
08/20/13 DAB	Correspond with P. Kadison, J. Berman and J. Weber re: references to Management Buyout scenario referenced in Debtors' document production in JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); extensive review of documents referencing same in connection with same (.80); respond to open questions regarding document review from J. Berman, R. Abdelhamind, C. Stakim, S. Park, S. Balian, E. Tobin, P. Kadison, J. Levine, J. Drew, J. Weber (2.50)	3.70
08/20/13 ET	Meet with T. Foudy, M. Moscato, and M. Jones re: dispute between the Debtors/Creditors' Committee and the Defendants re: Defendants' assertion that they are entitled to take more than ten depositions without leave of court in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70); conduct research and review relevant documents, including deposition notices and subpoenas and the parties' correspondence in connection with same (2.90); draft	9.90

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and revise letter to Court re: applicability of ten-deposition limit under Federal Bankruptcy Rule 7030 re: same (2.60); review edits to the draft letter from G. Horowitz and revise letter per the same (1.50); confer with R. Abdelhamid of Morrison & Foerster in preparation for August 21, 2013 meeting with H5 re: document review (.50); review emails from document reviewers re: substantive review and issue tagging of documents produced by the Debtors' in the JSN adversary proceeding, so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation (.80); follow-up correspondence with R. Abdelhamid, D. Bloom, J. Weber and B. Kotliar re: same (.30); correspond with D. Bloom and J. Weber re: second-level review of documents tagged "for further review" and "hot" (.30); correspond with J. Berman and R. Abdelhamid re: status of document review and additional batch assignments (.30)

08/20/13 JCB	Update document review spreadsheet to reflect new batches added to Relativity and to indicate batches that have been reviewed in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (2.20); allocate new document review assignments (.80); respond to questions from document reviewers re: factual issues relating to same (1.40); perform quality control re: tagging of documents (1.30)	5.70
08/21/13 TF1	Review and finalize draft of letter to Court on dispute regarding number of depositions in connection with JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Loomis and UBS (.80); draft email to defendants regarding scheduling of their depositions (.20); review email from defendants on their preferred witnesses (.10); review S. Engelhardt of Morrison & Foerster email on correction to document production letter (.10); emails on scheduling of weekly litigation meeting and call to discuss response to Defendants' letters to court on discovery dispute (.10); review defendants' letters to court on discovery disputes and analyze responses (.80); participate in call with S. Engelhardt of Morrison & Foerster, Pachulski and Kramer Levin to discuss potential responses and preparation for hearing (.80); follow-up call with Committee Counsel at Kramer Levin re: same (.80)	3.70
08/21/13 MJM	Final review and edits to letter to J. Glenn re: 10 deposition issue in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); participate in conference call with S. Engelhardt of Morrison & Foerster, T. Foudy, and counsel for Creditors' Committee re: strategy for tomorrow's	1.10



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discovery conference before J. Glenn in connection with same (.80)

08/21/13 TL	Meet with V. Atkinson, K. Behrouz, and J. Ogilvie in connection with JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.20); correspondence with same re: issues and questions encountered during document review and addressing questions relating to litigation and bankruptcy proceeding (1.00); respond to inquiries and questions in connection with proper categorization of documentation pursuant to review protocol (.80)	3.00
08/21/13 MG8	Telephone conference w/ L. Delehey regarding CMH Holdings dispute with Cerberus, a conflict party, regarding withheld distributions (.10); follow up with T. Smith and N. Rosenbaum regarding same (.10)	0.20
08/21/13 EC	Draft portions of script for 30(b)(6) deposition of the Ad Hoc Group of Junior Secured Noteholders designee relating to topics on excluded assets, bilateral facilities, and GNMA servicing rights in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (4.20); review claims subject to deposition topics and pleadings and other docket entry files relating thereto in connection with drafting deposition script (1.60); draft portion of deposition script relating to use of cash collateral and similar topics (2.90); draft and revise portion of deposition script relating to JSNs purported liens classified under "catchall" categories in the counterclaims (2.30); correspond with B. Kotliar re: documentation located in JSN productions and review synopsis of production that he prepared (.40)	11.40
08/21/13 JTW	Correspondence with K. Meehan, M. Stookey, J. Rosell of Pachulski, D. Bloom, and J. Berman re: clarification of issues related to documents in Debtors' production so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.90)	1.90
08/21/13 DAB	Respond to open questions regarding document review from J. Berman, R. Abdelhamid of Morrison & Foerster, E. Tobin, J. Levine, S. Jude, C. Mackle, B. Patterson, J. Weber in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.00); review and analyze potential clawback documents per correspondence with J. Berman in connection with same (.80); analyze Broker Fee and Tax Allocation issues for R. Abdelhamid and E. Tobin in connection with same (1.80); correspond with R. Abdelhamid and	5.90

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E. Tobin re: use of "further review" tag by certain reviewers in connection with same (.30)

08/21/13 ET	<p>Review and revise letter to the Court re: applicability of ten-deposition limit under Federal Bankruptcy Rule 7030 in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties based on comments from M. Moscato and T. Foudy, and circulate to C. Siegel and G. Horowitz of Kramer Levin, T. Foudy and M. Moscato for review prior to submission (.30); confer with R. Abdelhamid via telephone and email in preparation for meeting with H5 in connection with document review process (.40); attend meeting with G. Horowitz, C. Siegel, E. Lintz, B. Schulman, and P. Farber of Kramer Levin, J. Rosell of Pachulski, R. Abdelhamid of Morrison &amp; Foerster, and consultants from H5 re: technology-assisted review of the documents produced by the Debtors in the JSN Adversary proceeding and the Examiner's database (3.30); coordinate with R. Abdelhamid to revise the outline of issues relevant to Debtors' witnesses noticed for deposition by UMB and the Ad Hoc Group, and compile documents relevant to deposition preparation including deposition transcripts, document review protocols, excerpts from the Examiner's Report and in order to provide to H5 (1.90); email correspondence with C. Siegel, E. Lintz, P. Farber, J. Rosell and R. Abdelhamid regarding preparation for and scheduling of depositions in the JSN Adversary Proceeding (.60); draft emails to M. Moscato and T. Foudy re: same (.20); correspond with R. Abdelhamid and J. Berman re: status of review of documents by issue and document-type tags so documents can be used in preparation and scheduling of depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation and draft follow-up email to T. Foudy and M. Moscato re: same (.30); review emails from document reviewers re: substantive issue tags (.50); correspond with R. Abdelhamid, J. Berman, D. Bloom, and J. Weber re: same (.80)</p>	8.30
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08/21/13 JCB	<p>Respond to document reviewer questions and manage review assignments in connection with document review project re: JSN Adversary Proceeding and Plan Confirmation where Wells Fargo and noteholders UBS and Loomis are conflict parties (4.20); review mistagged documents and those marked "hot" or "further review" in connection with same (1.70); correspondence with E. Tobin and R. Abdelhamid of Morrison &amp; Foerster re: status of review (.50); analysis of review completed to date and projecting estimated completion date in connection with same in order to plan adversary proceeding discovery process accordingly (1.30)</p>	7.70
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08/22/13 TPS	Follow up with M. Gallagher re: informing Committee Counsel of current status of possible adversary action against Cerberus, a conflict party (.20)	0.20
08/22/13 TF1	Review and take notes on latest draft of Order of Proof in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00); prepare for hearing on discovery disputes and weekly status meeting with Morrison & Foerster, Kramer Levin, and Pachulski (.90); travel to court for discovery hearing billed at half-time (.40); attend court conference on discovery disputes (1.10); emails with Debtor and Committee Counsel regarding scheduling and logistics of deposition taking (.40); review, revise, and comment upon draft email demand for witness identification (.30); attend weekly update meeting with attend weekly meeting with counsel for the Debtors and the Creditors' Committee, including J. Levitt, R. Abdelhamid, and S. Engelhardt of Morrison & Foerster, J. Morris and J. Rosell of Pachulski, G. Horowitz, P.B. O'Neill, C. Siegel, and P. Farber of Kramer Levin, and M. Moscato and E. Tobin (1.30); meet with E. Tobin and M. Moscato on status of deposition scheduling (.60); follow up with E. Tobin and J. Berman in regards to transitioning of review to search protocol and emails in regards to same in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	6.50
08/22/13 MJM	Meet with T. Foudy and E. Tobin re: document review and deposition preparation and scheduling in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); review latest version of outline and order of proof re: Phase I of JSN trial in preparation for weekly coordination meeting re: JSN litigation (1.10); participate in weekly coordination meeting re: JSN litigation with counsel for the Debtors and the Creditors' Committee, including J. Levitt, R. Abdelhamid, and S. Engelhardt of Morrison & Foerster, J. Morris and J. Rosell of Pachulski, G. Horowitz, P.B. O'Neill, C. Siegel, and P. Farber of Kramer Levin, and E. Tobin and T. Foudy (1.30); review and revise Rule 30(b)(6) deposition materials of the Ad Hoc Group and UMB (.40); correspond with E. Combs re: Rule 30(b)(6) deposition scripts of the Ad Hoc Group and UMB (.20); conference with E. Tobin and S. Engelhart re: deposition scheduling (.20)	3.80
08/22/13 TL	Address questions of V. Atkinson, K. Behrouz, and J. Ogilvie in connection with review protocol relating to JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.70)	1.70

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08/22/13	MG8	Telephone conference w/ D. Mannal of Kramer Levin to discuss dispute between Debtors and Cerberus, a conflict party, regarding withheld payments from CMH Holdings (.30)	0.30
08/22/13	MAC	Conduct review and analysis of issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); review issues in connection with conclusion of document review project related to documents that could be used in connection with plan confirmation or the JSN Adversary Proceeding (.60)	1.50
08/22/13	GF	Draft and circulate internal calendar notifications re: court dates and deadlines in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50)	0.50
08/22/13	EC	Draft script for the JSNs' 30(b)(6) designee for topics including the JSNs' affirmative defenses, document production, as well as others in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (3.20); review case pleadings, document requests and internal memoranda relating to deposition topics in connection with drafting script for 30(b)(6) designee (.80); continue reviewing and revising draft 30(b)(6) deposition script for use with Junior Secured Noteholders (1.30)	5.30
08/22/13	BMK	Review draft 30(b)(6) deposition script prepared by E. Combs per discussions with T. Foudy and M. Moscato in connection with Curtis taking deposition of UMB and the ad hoc group in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); correspond with E. Combs re: same to highlight open issues and additional areas of focus in light of document review (.40); telephonically attend portion of hearing on discovery dispute relating to number and nature of depositions in connection with same and correspondence with E. Combs re: same highlighting impact on 30(b)(6) topics (.50)	1.70
08/22/13	JTW	Conduct review of amended provisions in the multiple amendments to the GMAC/AFI Revolver re: restrictions or provisions governing collateral pledges in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.60); review of Examiner's Report sections and significance of borrowing base reports and collateral rule reports for impact on same (2.30); finalize, review and circulate memorandum re: legal conclusions re: adequate protection package and diminution in value of the JSNs' collateral in connection with settling the Intercompany Balances as part of the global settlement (2.90);	8.20

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correspondence with S. Park re: clarification on issue spotting and related document tagging re: AFI LOC and AFI/GMAC Revolver (.40)

08/22/13 DAB	Review, revise and circulate all memoranda and legal research emails regarding JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties issues to M. Moscato and T. Foudy per M. Moscato request, for transmittal to Committee Counsel at Kramer and Pachulski (.80); additional review of potential clawback documents in connection with Debtors' document production in JSN litigation (.30); confer with J. Berman re: same (.10); continue review of documents marked "further review" by document reviewers (4.50); review MCRC-related document and correspond with J. Berman re: same (.20); perform 'second level' review of documents tagged "hot" by primary reviewers per E. Tobin instruction (7.00)	12.90
08/22/13 ET	Meet with M. Moscato and T. Foudy re: document review and preparation for depositions in the JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); follow-up discussion with M. Moscato and S. Engelhardt of Morrison & Foerster re: deposition scheduling (.20); telephone call with B. Westman re: scheduling of deposition in the JSN adversary proceeding, and related email correspondence with J. Levitt and S. Engelhardt of Morrison & Foerster re: same (.40); review latest version of outline and order of proof re: Phase I of JSN trial in preparation for weekly coordination meeting re: JSN adversary proceeding (.50); confer with R. Abdelhamid (via telephone and email) re: preparation for depositions in the JSN adversary proceeding (.50); correspond with T. Foudy, R. Abdelhamid, S. Engelhardt, J. Morris of Pachulski, and G. Horowitz of Kramer Levin in preparation for status conference before Judge Glenn (.50); prepare for and attend status conference before Judge Glenn re: fact discovery and depositions (1.30); attend weekly meeting with counsel for the Debtors and the Creditors' Committee, including J. Levitt, R. Abdelhamid, and S. Engelhardt of Morrison & Foerster, J. Morris and J. Rosell of Pachulski, G. Horowitz, P.B. O'Neill, C. Siegel, and P. Farber of Kramer Levin, and M. Moscato and T. Foudy re: strategy and preparation for depositions and trial in the JSN adversary proceeding (1.30); draft email to counsel for UMB and the Ad Hoc Group re: the prioritization and scheduling of the depositions of the Debtors' witnesses in the JSN adversary proceeding (.60); correspond with J. Levitt and R. Abdelhamid re: procedures for review of documents produced by the Debtors in the JSN adversary proceeding by issue and document-type tags (.50); extensive discussions with J. Berman and R. Abdelhamid re: same (1.20); email correspondence	8.60

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with Curtis attorneys reviewing documents re: modification of document review procedures, and correspond with T. Foudy, M. Moscato, J. Berman, and R. Abdelhamid re: same (.50); email correspondence with J. Semmelman, V. Hing, and S. Reisman re: modification of procedures for reviewing documents (.50)

08/22/13 JCB	Review materials in connection with preparation for depositions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.50); confer with D. Bloom re: potential clawback of produced documents (.10); respond to reviewer questions about documents and appropriate tagging protocol in connection with same (2.40); review documents tagged "hot" by reviewers (2.80); related follow-up correspondence re: same with J. Weber and D. Bloom (.30); confernece with E. Tobin and R. Abdelhamid of Morrison & Foerster re: review of document review and protocol (1.20)	8.30
08/23/13 SJR	Attention to matters regarding JSN adversary proceeding and analysis of issues regarding lien releases, lien on certain assets and whether or not creditors are over-secured in connection with research performed by Curtis in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20)	2.20
08/23/13 TF1	Conference call with C. Siegel of Kramer Levin to discuss comments to Phase I trial order of proof in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00); review E. Combs' memo on lien releases (.80); review emails on set-up of depositions and logistics (.50); review UMB's motion to amend answer to add affirmative defense (.80)	3.10
08/23/13 MJM	Review research memos re: legal issues in the JSNs litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties in preparation for meeting re: same (1.60); conduct meeting with J. Berman, E. Tobin, D. Bloom, B. Kotliar, E. Combs, M. Jones, and J. Weber to discuss revising their legal memos for circulation to co-counsel in the JSNs litigation (1.20); discussion with J. Berman, E. Combs, E. Tobin, and B. Kotliar re: script for 30(b)(6) deposition of Ad Hoc Group (.40)	3.20
08/23/13 TL	Address questions of V. Atkinson, K. Behrouz, and J. Ogilvie in connection with JSN adversary proceeding in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.50)	1.50
08/23/13 GF	Draft and circulate notification internally regarding trial dates for JSN adversary proceeding where Wells Fargo	0.70

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and noteholders Loomis and UBS are conflict parties at request of B. Kotliar (.70)

08/23/13 EC	Meet with M. Moscato, E. Tobin, J. Berman, J. Weber, D. Bloom, M. Jones and B. Kotliar to discuss research tasks performed in preparation for trial and results of research relating to adequate protection and collateral releases in order to formulate a strategy for addressing those issues and assess the need for more information or research with respect to important issues going forward in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.20); meet with E. Tobin, M. Moscato, J. Berman, and B. Kotliar to discuss depositions of the Ad Hoc Group and UMB and changes to be made to deposition outlines in light of requests to limit contention questions (.40); review research memo relating to collateral releases and updating to include additional findings and revised arguments based on discussion with M. Moscato (3.60); prepare individual claim synopsis as guideposts for each line of questioning in deposition script (.80); correspond with B. Kotliar and discuss UMB appointment as trustee and potential effect of date of trusteeship transfer on deposition questioning (.30)	6.30
08/23/13 MPJ	Meet with M. Moscato, E. Tobin, J. Berman, D. Bloom, J. Weber and B. Kotliar to discuss status of legal research assignments and necessary updates to such assignments in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); review email and attached Order of Proof circulated by Kramer Levin regarding key issues to be addressed at the Phase I trial (.50)	1.70
08/23/13 BMK	Conference with M. Moscato, D. Bloom, E. Tobin, J. Berman, M. Jones, J. Weber, and E. Combs re: statement of issues and outline of legal and factual requirements for trial received from Committee counsel in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UMB and Loomis are conflict parties (1.20); conference with M. Moscato, J. Berman, E. Tobin, and E. Combs re: revisions to 30(b)(6) deposition outline in light of Judge Glenn's comments from discovery dispute hearing (.40); numerous correspondence with E. Combs discussing UMB Bank acting as successor indenture to US Bank and potential need to revise script in light of that fact to account for UMB's knowledge of relevant facts/topics involved (.70); related follow-up correspondence with E. Combs and E. Tobin re: same (.20); review documents re: same including tripartite trustee resignation and transfer agreement and email correspondences between US Bank and UMB Bank re: same (.90); circulate relevant case pleadings such as Order	4.40

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dismissing and granting in part UMB's motion to dismiss Committee complaint, debtors' motion for confirmation discovery procedures, and examiner's discharge motion (.50); correspondence with D. Bloom and J. Weber re: resolving open questions and issues raised by document reviewers and obtaining relevant prepetition loan agreements (.50)

08/23/13 JTW	Correspondence with D. Bloom and R. Abdelhamid of Morrison & Foerster re: issue tagging of documents and whether certain categories of documents should be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.60); conduct research re: burden of proof in declaratory actions (2.80); internal meeting with M. Moscato, E. Tobin, E. Combs, B. Kotliar, M. Jones, J. Berman and D. Bloom to discuss research tasks, strategy and next steps with respect to the JSN adversary proceeding (1.20); correspond with D. Bloom re: potential arguments and counterarguments re: JSNs' adequate protection claims and application of certain arguments to JSNs status as an over- or-undersecured creditor (.50); continue research re: burden of proof in declaratory action with respect to determinants of second status (1.60)	6.70
08/23/13 FRG	Update binder re: pleadings in consolidated JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties, per B. Kotliar (1.60)	1.60
08/23/13 ET	Confer with R. Abdelhamid of Morrison & Foerster, J. Berman, D. Bloom, J. Weber, M. Jones, R. Hanson, B. Patterson and C. Mackel re: review of documents, including "hot" documents, produced by the Debtors' in the JSN adversary proceeding, so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (1.10); meet with M. Moscato, J. Berman, J. Weber, B. Kotliar, E. Combs, M. Jones, and D. Bloom re: research of legal issues in preparation for deposition and trial in the JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); meet with M. Moscato, J. Berman, E. Combs, and B. Kotliar re: preparation for taking the 30(b)(6) depositions of the Ad Hoc Group of Junior Secured Noteholders and UMB Bank (.40); draft and review emails with S. Engelhardt, J. Levitt, and R. Abdelhamid of Morrison & Foerster and C. Siegel of Kramer Levin re: August 22, 2013 court status conference and scheduling of depositions of the Debtors' witnesses (.60); conference call with R. Abdelhamid, J. Berman,	9.70



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C. Siegel, B. Schulman, E. Lintz, and P. Farber of Kramer Levin, J. Rosell of Pachulski, and H5 consultants re: technology-assisted review of the documents produced by the Debtors and the documents in the Examiner's database, in preparation for depositions and trial (.70); draft follow-up email to H5 re: same and follow-up discussion with R. Abdelhamid re: same (.30); telephone calls and email correspondence with potential deponents noticed by the JSNs, including B. Westman, J. Peterson, J. Horner, J. Whitlinger, J. Ruhlin, and T. Farley, as well as S. Engelhardt and J. Levitt re: same (2.70); draft document calendaring the witnesses' availability for depositions in the JSN adversary proceeding for scheduling purposes in light of prior discussions with witnesses (.70); correspondence with R. Abdelhamid, J. Berman and B. Kotliar re: preparations for depositions and review of documents produced by the Ad Hoc Group and UMB Bank (1.60); email correspondence with J. Morris of Pachulski, J. Rosell, R. Abdelhamid, T. Foudy, and M. Moscato re: Debtors' and the Committee's 30(b)(6) depositions of the Ad Hoc Group, UMB and Wells Fargo (.40)

08/23/13 JCB	Meeting with M. Moscato, E. Tobin, B. Kotliar, D. Bloom, E. Combs, M. Jones, and J. Weber to discuss preparation for depositions and other upcoming responsibilities in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); conference call with co-counsel for Debtors, committee counsel and H5 to discuss preparing document sets for depositions (1.00); review foundational case documents and drafting/revising outline for 30(b)(6) deposition of Ad Hoc Group (4.60)	6.80
08/24/13 JTW	Continue research re: burden re: determining secured status and validity of liens in adversary proceedings where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.60)	2.60
08/24/13 ET	Confer with R. Abdelhamid of Morrison & Foerster re: document review issues and preparation for depositions of the Debtors' witnesses in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.40)	0.40
08/25/13 GF	Attend to drafting and circulation of calendar updates re: court hearing and trial dates relating to the JSN proceedings where Wells Fargo and noteholders Loomis and UBS are conflict parties (.70)	0.70
08/25/13 JTW	Continue research re: burden to establish diminution and adequate protection in connection with Consolidated JSN Adversary Proceeding where Wells	2.30

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Fargo and noteholders Loomis and UBS are conflict parties (2.30)

08/25/13 ET	Review and analyze Ocwen's publicly filed statements re: allocation of price paid for the Debtors' origination and servicing platform assets in connection with goodwill and intangible arguments in the Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.20); email correspondence with J. Levitt, S. Engelhardt, and R. Abdelhamid of Morrison & Foerster re: review of documents and preparation for depositions of the Debtors' witnesses in the JSN adversary proceeding and review and update proposed deposition calendar (.50); review and analyze portions of the Examiner's report, focusing sections related to the AFI LOC in connection with document review protocol and H5 guidance (1.20)	2.90
08/25/13 JCB	Review order of proof, complaints and counterclaims and other foundational documents in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties in connection with revising Ad Hoc Group and UMB Bank deposition script (2.10); review and revise 30(b)(6) deposition outline re: same (4.30)	6.40
08/26/13 SJR	Attend to discovery issues and document review issues in connection JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20)	2.20
08/26/13 TF1	Participate in conference call with M. Moscato, J. Berman, E. Combs, and Pachulski, Morrison & Foerster, and Kramer Levin on preparation for taking depositions of Wells Fargo, UMB and Ad Hoc Group in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.10); follow-up discussion with M. Moscato, J. Berman, and E. Combs re: Wells deposition preparation (.30); meet with M. Moscato to discuss status of research memos and depositions (.40); exchange emails in regards to coordination of deposition responsibilities and division of labor among Pachulski and Curtis (.30); meet with M. Moscato, J. Berman, E. Combs, E. Tobin and B. Kotliar to discuss preparing deposition scripts for Curtis' portions of depositions of UMB, Ad Hoc Group, and Wells Fargo (1.00); review H-5 guide and emails commenting on same in connection with ensuring efficient document review (.40)	3.50
08/26/13 MJM	Review email exchanges re: coordination of UMB, Ad Hoc Group, and Wells Fargo 30(b)(6) depositions in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); review Rule	5.90



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30(b)(6) deposition notice directed to Wells Fargo (.50); discussion with T. Foudy re: Wells Fargo, UMB, and Ad Hoc Group Rule 30(b)(6) notices (.40); review revised "Order of Proof" outline to prepare for UMB, Wells Fargo, and Ad Hoc Group Rule 30(b)(6) depositions (.40); meeting with T. Foudy, E. Tobin, J. Berman, E. Combs, and B. Kotliar re: preparations for Wells Fargo, UMB, and Ad Hoc Group Rule 30(b)(6) depositions (1.00); review transcript of August 22, 2013 discovery conference before Judge Glenn (was not in attendance) (.50); review index of Wells Fargo document production (.60); discussion with E. Combs (joined by J. Berman) re: Wells Fargo 30(b)(6) deposition preparation (.40); meeting with J. Berman and E. Combs re: Wells Fargo (30)(b)(6) deposition prior to call with J. Morris re same (.30); teleconference with T. Foudy, J. Berman, E. Combs, J. Morris and other counsel for Creditors' Committee to discuss division of responsibility and substantive issues related to Rule 30(b)(6) deposition of Wells Fargo (1.10); follow-up discussion with T. Foudy, J. Berman, and E. Combs re: preparation for 30(b)(6) deposition of Wells Fargo (.30)

08/26/13 GF	Draft and circulate calendar entries regarding deposition dates and scheduling in JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties at request of B. Kotliar (.30)	0.30
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08/26/13 EC	Meet with B. Kotliar, J. Berman, M. Moscato, E. Tobin, and T. Foudy to discuss script for deposition of JSNs, UMB and potential deposition of Wells Fargo as well as documentary evidence gathered for use in those depositions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.00); correspond with B. Kotliar to coordinate selection of documents for use in deposition and discuss findings from review of UMB and JSN produced documents in connection with drafting script for JSN and UMB depositions (.60); meet with M. Moscato and J. Berman (partial) re: lien release documentation needed for deposition of the JSNs and Wells Fargo (.40); attend conference call with counsel for Unsecured Creditors' Committee and Debtors and T. Foudy and M. Moscato to discuss depositions of Wells Fargo, UMB and the Ad Hoc Group (1.10); meet with J. Berman, B. Kotliar and M. Jones and S. Ballard to discuss documents located in the JSN, UMB and Wells Fargo productions and use of those items in connection with upcoming depositions (1.30); draft synopsis inserts for each area to be addressed in depositions of JSNs for deposition script (3.10); revise and update research memorandum addressing the propriety of releases of JSN collateral (1.40); revise and update research memorandum addressing	13.00
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applicable interest rate determinations for JSNs' oversecured claim (2.20); review complaint and counterclaims in connection with additional inserts for deposition script describing basis for topics and claims (1.90)

08/26/13 MPJ	Meet with J. Berman, E. Combs, S. Ballard, and B. Kotliar to discuss upcoming deposition of Wells Fargo and (a) the UCC-3's filed by Wells Fargo relating to the disputed collateral and (b) possible deposition questions relating to the Junior Secured Noteholders' argument that they have an equitable lien on such collateral in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); review memoranda prepared by S. Reisman, M. Moscato, and D. Bloom to prepare to draft deposition script relating to whether or not the Junior Secured Noteholders possess an equitable lien on the released collateral (1.20)	2.50
08/26/13 BMK	Conference with M. Moscato, T. Foudy, J. Berman, E. Tobin, and E. Combs re: revisions to draft deposition outline and script for UMB and the Ad Hoc Group of Junior Secured Noteholders and need for supplemental documentation from document review to support questions re: same in connection with JSN Adversary Proceeding where Wells Fargo and noteholders UMB and Loomis are conflict parties (1.00); review documents relevant to supporting questions re: same, with particular view towards Asset Sale documents and prepetition PSA with JSNs (3.20); conference with J. Berman, E. Combs, and M. Jones re: producing all UCC-1s and UCC-3s filed by and held by Wells Fargo as collateral control agent for deposition (1.30); correspond with D. Bloom re: revising memorandum re: equitable liens to circulate to Committee counsel (.30)	5.80
08/26/13 JTW	Continue research as to which party will bear the burden of proof re: extent, validity and value of a secured creditor's claims in adversary proceedings and contested valuations in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); initial drafting of memorandum re: allocation the burden of proof when adverse parties each seek declarations from a court as to the extent, validity and value of a secured creditor's liens (4.50); confer with D. Bloom re: status of revisions to memorandum re: issues related to adequate protection in the JSNs adversary proceeding and possible claims for diminution and provide comments re: same (.50)	7.90
08/26/13 DAB	Review adequate protection valuation case law per M. Moscato request in connection with JSN litigation in which Wells Fargo and notheholdes UBS and Loomis	4.30

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are conflict parties (1.50); revise draft adequate protection memo in connection with same (2.30); conference with J. Weber re: same and incorporating burden of proof research findings into same (.50)

08/26/13 SB Meet with J. Berman, E. Combs, M. Jones, and B. Kotliar re: location of collateral release documents to be authenticated by Wells Fargo in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); review documents in Eclipse database for classification as Form UCC-1, Form UCC-3, or collateral release certificate per request of J. Berman (.80); tag and prepare collateral release documents per request of J. Berman (.20) 2.30

08/26/13 ET Draft emails to and review emails from attorneys at Curtis, Morrison & Foerster, and Pachulski reviewing documents produced by the Debtors in the JSN adversary proceeding re: status of document review by issue and document-type tags so documents can be used in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (.40); correspond with J. Berman and R. Abdelhamid of Morrison & Foerster re: same (.10); email correspondence with M. Moscato, T. Foudy, and R. Abdelhamid re: issues re: deposition preparation (.30); meet with M. Moscato, T. Foudy, J. Berman, and B. Kotliar re: preparation for the Debtors' 30(b)(6) depositions of UMB, Ad Hoc Group and Wells Fargo (1.00); telephone call with R. Abdelhamid and P. Farber of Kramer Levin re: strategy for preparing for depositions of the Debtors' witnesses in the JSN adversary proceeding (.30); confer with R. Abdelhamid, J. Rosell of Pachulski, E. Lintz, P. Farber, A. Goodman, C. Siegel, and B. Schulman of Kramer Levin, and L. Troyer of H5 re: strategy for doc H5's technology-assisted review and issue tagging of documents, and attorney review of the same in preparation for depositions of the Debtors' witnesses (2.10); confer with R. Abdelhamid re: scheduling of the depositions of the Debtors' witnesses in the JSN adversary proceeding (.50); draft and revise proposed schedule re: same (1.10); email correspondence with J. Levitt and S. Engelhardt of Morrison & Foerster re: same (.60); draft email to J. Horner enclosing declaration and deposition transcript (.10); email correspondence with J. Levitt, S. Engelhardt, R. Abdelhamid, T. Foudy, G. Horowitz, C. Siegel and J. Morris of Pachulski re: proposed extensions for deadlines for completion of fact depositions, expert discovery and pre-trial submissions, and review Scheduling Order and Judge Glenn's Individual Practice Rules in connection with the same (.50); 8.60

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review and analyze updated order of proof in connection with Phase I of the JSN adversary proceeding (.60); confer with C. Siegel and N. Foley of Kramer Levin re: research re: Ocwen's allocation of purchase price paid to the Debtors in the platform sale, and review documents and order of proof re: same (.70); correspond with R. Abdelhamid and J. Weber re: review of documents provided by H5 in preparation for depositions in the JSN adversary proceeding (.30)

08/26/13 JCB	Draft and revise deposition scripts for 30(b)(6) witnesses in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.10); conference with B. Kotliar, E. Combs, M. Jones, and S. Ballard re: production of UCC-1 and UCC-3 statements in connection with preparing for Wells deposition (1.30); attend portion of meeting with M. Moscato and E. Combs re: revising Wells deposition script (.30); conference with T. Foudy, M. Moscato, E. Tobin, E. Combs, and B. Kotliar re: same and strategy for UMB and Ad Hoc Group depositions (1.00); attend teleconference with T. Foudy, M. Moscato, E. Combs, and Committee Counsel re: same and division of labor among firms re: deposition assignments (1.10)	8.80
08/27/13 SJR	Review of matters related to upcoming hearing and oral argument on Motions to Dismiss Complaint and Counter-Claims in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.60); assist with preparing for same in connection with parties of argument to be handled by Curtis (.60)	3.20
08/27/13 TF1	Prepare for and participate in moot court on motions to dismiss complaint and counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (4.10); correspond with J. Drew on legal research for motion to dismiss complaint concerning amendment of claims, review email results on same (.80); prepare script for argument on lien release issue, including review of briefing on same, pertinent transaction documents, and key caselaw (4.40); review and draft emails regarding content of amendment to scheduling order and review joint pre-trial order in connection with same (.40); discuss same with M. Moscato (.30); review emails regarding Wells productions content and releases and UCC-3 statements (.30); review emails on deposition preparation and scheduling (.20); review draft designations of topics for 30(b)(6) for Debtors (.80); meet with R. Abdelhamid of Morrison & Foerster and M. Moscato and E. Tobin to provide comments on same (.40)	11.70

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08/27/13 JD3	Correspondence with M. Moscato and T. Foudy re: JSN argument that claims may be amended at each debtor in order to be oversecured on debtor by debtor basis in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); review reply brief and other briefs re: same (.50); review materials re: [REDACTED] in connection with same (.90); review materials re: [REDACTED] in connection with same (.50); review materials re: [REDACTED] connection with same (.70); research cases re: [REDACTED] in connection with same (.70); prepare draft e-mail summarizing issue and possible points to make (.40); follow up correspondence and discussions re: same (.70); research cases re: amendments to proofs of claim (1.30); review, edit and circulate e-mail to J. Levitt at Morrison & Foerster re: research results in connection with same (.80); conferences with M. Moscato and B. Kotliar re: same and related research issues (.70)	7.40
08/27/13 MJM	Correspondence with T. Foudy re: revised pre-trial schedule in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); review Debtors' and JSNs' motions to dismiss and reply briefs in preparation for meeting with counsel for Debtors and Creditors' Committee to prepare for tomorrow's oral argument re: same (1.50); discussion with T. Foudy re: depositions of Debtors' witnesses and defendants' witnesses (.30); discussion with T. Foudy, E. Tobin, and R. Abdelhamid of Morrison & Foerster re: Rule 30(b)(6) depositions of Debtors (.40); meet with T. Foudy, G. Horowitz, J. Levitt and others to prepare for tomorrow's oral argument before J. Glenn re: motions to dismiss (4.10); exchange of emails with T. Foudy re: preparing for "release of liens" argument (.30); review J. Drew's draft email to J. Levitt of Morrison & Foerster re: whether JSNs can reduce their claim after the Disclosure Statement hearing in order to render themselves over-secured (.40); discussions with J. Drew and B. Kotliar re: research re: amending claims and providing same to Morrison & Foerster (.70)	8.00
08/27/13 SKC	Review expert report re: T. Marano in order to prepare spreadsheets of testimony in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.00); supplement contact/exhibit list in connection with preparing for deposition in connection with same (3.30)	6.30

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08/27/13 GF	Draft and circulate calendar entry re: court status conference re: Debtors' Objection to Proofs of Claim Filed by Certain Plaintiffs in California Litigation (.20)	0.20
08/27/13 EC	Draft synopsis inserts fully describing the relevant facts underlying each deposition topic for the deposition scripts in connection with the depositions of UMB and the Ad Hoc Group in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (4.70); meet with J. Berman to discuss deposition scripts and redraft portions of script (.90); redraft portions of UMB script relating to claims of liens on certain debtor assets to reflect additional information (2.90); follow-up correspondence with M. Moscato and J. Berman (.40); prepare relevant materials to assist T. Foudy with preparation of the Debtors' oral argument relation to motions to dismiss on collateral release issues (2.10); correspondence with E. Tobin re: collateral release issues for email to T. Foudy relating to Wells Fargo's status as secured party (.30); prepare synopsis sections of the Examiner's report for T. Foudy to assist in oral argument preparation (.30); review documents relevant to collateral release and responding to questions and requests for documents re: collateral release (1.30); review final draft of UMB deposition script circulated by J. Berman (.40)	13.30
08/27/13 MPJ	Review memoranda circulated by counsel to the Creditors' Committee regarding the existence of an equitable lien in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); draft potential deposition script for upcoming Rule 30(b)(6) deposition of Wells Fargo regarding the Junior Secured Noteholders' claim to be entitled to equitable liens (2.00); draft declaration for Wells Fargo's signature regarding key facts relating to the Junior Secured Noteholders' claim regarding equitable liens (1.40)	4.20
08/27/13 BMK	Coordinate with F. Guenthner re: production of all motions to dismiss and relevant pleadings for T. Foudy and M. Moscato in consolidated JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (.50); continue review of documents to supplement and support taking 30(b)(6) deposition testimony of UMB, Wells Fargo, and the Ad Hoc Group, including review of various productions with an eye towards lien releases, repledging, and cash collateral issues (1.10); review and revise memorandum re: liens on avoidance actions and contract claims in connection with same for circulating to Committee (.30); conference with J. Berman re: reviewing and revising draft 30(b)(6) deposition script	11.30



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and outline re: targeted questions pertaining to factual bases for JSNs' counterclaims, including review of JSN Indenture and Pledge Agreement, Counterclaims, Complaints, relevant loan agreements, and other case filings (4.40); review and revise draft insert short descriptions of relevant documents and parties' contentions for deposition script cues (.90); coordinate with E. Combs and J. Weber re: preparing T. Foudy for oral argument on lien release issue raised in motion to dismiss for hearing next morning (.90); conferences with M. Moscato and J. Drew re: whether JSNs could amend claims and establish oversecurity at each individual debtor (.70); perform legal research re: same (2.20); review and revise email correspondence drafted by J. Drew to Morrison & Foerster re: same summarizing case findings and standards for amending claims (.30)

08/27/13 JTW

Finalize, review and circulate memorandum re: allocation of the burden of proof when both the JSNs and Debtors have sought declarations from the Court as to the extent, validity and value of the JSNs' liens in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.50); exchange correspondence with E. Tobin re:

11.50

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] (.80);

correspond with D. Bloom re: status of revisions to memorandum re: issues related to adequate protection in the JSNs adversary proceedings and provide comments re: same (.50); assist E. Combs and B. Kotliar with preparation of presentation of argument re: released collateral that T. Foudy will argue before the Court at the Motion to Dismiss hearing on Aug. 28, 2013 (.80); participate in meeting with R. Abdelhamid of Morrison & Foerster and E. Tobin to review documents identified by H5 as relating to important issues in Phase I of the JSN adversary proceeding, including identity of the JSNs' collateral and the 2012 asset sales, analyze documents and assist in drafting of email to H5 to provide feedback about search results, in preparation for depositions in Phase 1 of the JSN adversary proceeding (5.90)

08/27/13 DAB

Confer with R. Abdelhamid and E. Tobin regarding analysis of H5 document deliveries pertaining to JSN Collateral topic in connection with JSN Litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.80); correspond with M. Jones re: equitable lien issues in connection with same (.30); review and circulate UMB Bank's Reply in support of their Motion for Confirmation of Time to Answer in the JSN adversary proceedings (.20); review Wells Fargo's

7.30

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Amended Answer in connection with same (.20); review portions of Examiner Report related to GNMA servicing per J. Berman request, in connection with same (.40); further revision to adequate protection memo (1.40); extensive correspondence with E. Tobin re: lien release issues in preparation for hearing on Motions to Dismiss (.80); review of GM-related materials in connection with same (.60); circulate same to T. Foudy and E. Tobin (.20); review UCC-3 releases in connection with same (.40)

08/27/13 GES	Prepare deposition outline for affirmative 30(b)(6) depositions of the Ad Hoc Group and UMB in connection with JSN Adversary Proceeding, in light of involvement of conflict parties Wells Fargo and noteholders UBS and Loomis (3.90)	3.90
08/27/13 FRG	Assist B. Kotliar with completion of materials re: JSN Motions to Dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.70); coordinate listen-only line telephonic appearance for August 28 hearing, per D. Bloom (.30)	2.00
08/27/13 ET	Numerous correspondence with T. Foudy, M. Moscato, R. Abdelhamid of Morrison & Foerster, C. Siegel and A. Goodman of Kramer Levin, and L. Troyer of H5 re: review of documents and preparation for fact depositions in the JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.70); work with R. Abdelhamid, D. Bloom and J. Weber to review documents identified by H5 as relating to important issues in Phase I of the JSN adversary proceeding, including identity of the JSNs' collateral and the 2012 asset sales, analyze documents and draft email to H5 providing feedback about search results, in preparation for depositions in Phase 1 of the JSN adversary proceeding (9.40); meet with M. Moscato and T. Foudy and R. Abdelhamid re: identification of witnesses to testify on behalf of the Debtors in the 30(b)(6) depositions noticed by UMB and the Ad Hoc Group (.40); telephone calls and email correspondence with N. Hamerman and P. Farber of Kramer Levin re: review of documents identified by H5 and preparation for depositions in Phase 1 of the JSN adversary proceeding (.30); conduct research and review and analyze relevant documents re: lien releases, UCC3s filed by Wells Fargo, and applicable provisions of Article 9 of the NY UCC (2.40); review relevant portions of the JSNs' counterclaims, the motion to dismiss briefing, case law and applicable provisions of the NY UCC in connection with same (.40); draft analysis re: JSNs' claims related to mortgage loans, in preparation for oral argument on the Plaintiffs' opposition to the JSNs' motion to dismiss Count 3 of the Amended Complaint (1.70)	16.30



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08/27/13	JCB	Draft and revise deposition outlines and accompanying summary of relevant issues in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.70); meet with E. Combs to discuss edits/comments to draft deposition scripts (.90); conference with B. Kotliar re: revising deposition script to incorporate relevant inquiries of various case documents (4.40); email correspondence with M. Moscato re: same (.80)	11.80
08/28/13	SJR	Review documentation in preparation for hearing on Motions to Dismiss Complaint and Counterclaims related to JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.30)	2.30
08/28/13	TF1	Prepare argument on lien release points for motion to dismiss JSN counterclaims, by drafting and reviewing script, brief arguments, key documents and cases for JSN adversary proceeding in which Wells Fargo and noteholders UBS and Loomis are conflict parties (4.20); participate in court hearing on motion to dismiss JSN counterclaims (5.50); confer with counsel for Wells Fargo on deposition preparation and co-counsel on strategy during breaks (1.20); travel to and from court [billed at half-time] (.40); follow up correspondence with M. Moscato re: lien release issue (.30)	11.60
08/28/13	MJM	Review T. Foudy's outline for today's oral argument in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties that the release of the JSNs' liens was effective in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); draft email to T. Foudy with comments to above oral argument outline (.30); discussion with T. Foudy re: today's motion to dismiss oral argument before J. Glenn (.30); review case law cited by Ad Hoc Group and UMB re: equitable lien issue (.50); correspondence with E. Combs re: equitable lien issue (.20); attend hearing on motions to dismiss in order to assist T. Foudy with arguing parties of motion relating to lien release issue (5.50)	7.20
08/28/13	SKC	Continue to review Examiner's Report for searches on T. Marano in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.00); assemble "hits" of documents for E. Tobin with highlights in connection with same (3.00); add exhibits to potential deposition exhibit list (.50)	5.50
08/28/13	EC	Conduct research related to contents of Examiner's Report relating to release of JSN Collateral and assessment of JSN's claims as to the invalidity of	2.10

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collateral releases in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.80); provide research update to T. Foudy and M. Moscato describing points of distinction on Hunts Point case cited in JSN brief for oral arguments on validity of equitable lien claims and priority of equitable lien (.50); conduct research relating to collateral amendment provisions of New York UCC and applicability of section to termination of liens (.20); review relevant transaction documents and prepare synopsis of basis for assertion the Wells Fargo is the secured party and basis for asserting validity of releases in light of their status as principal (.60)

08/28/13 BMK	Attend oral argument on motions to dismiss filed in the consolidated JSN Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (5.50); summarize same, specifically highlighting court's granting in part the Debtors'/Committee's motion to dismiss and full denial of the JSNs' motion, with an eye towards impact on discovery moving forward in the JSN adversary proceeding (1.30); circulate same to S. Reisman, T. Foudy, M. Moscato, E. Tobin, J. Berman, D. Bloom, and J. Weber (.10)	6.90
08/28/13 JTW	Provide T. Foudy with clarification as to the 2001 amendments to the UCC and effect of amendments re: "mistaken" filing such as GM decision by Judge Gerber in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90)	0.90
08/28/13 DAB	Further review of mortgage lien release issues per E. Tobin request in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); email M. Moscato re: issues implicated by GM decision in connection with same (.30); email same re: Crestar case (.20); correspond with E. Combs re: same (.30)	1.40
08/28/13 ET	Attend omnibus hearing in the Chapter 11 cases, oral argument on the JSNs' and the Debtors' motions to dismiss in the JSN adversary proceeding, and oral argument on defendants' motion to amend their counterclaims to assert additional affirmative defenses in the JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (5.50); follow-up correspondence with T. Foudy, M. Moscato, S. Reisman, E. Combs, and B. Kotliar re: same (1.50); conference call with J. Berman and H5 consultants re: technology-assisted review and issue-tagging of documents produced by the Debtors in the JSN adversary proceeding and the Examiner's investigation (.50); follow-up discussions with R. Abdelhamid and J. Berman (.50); review proposed	9.10

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amended scheduling order and draft email to M. Moscato and T. Foudy re: same (.30); review statement of issues and draft email to S. Martin and R. Abdelhamid of Morrison & Foerster re: the same (.40); correspond with B. Kotliar and A. Ruiz of Morrison & Foerster re: motion to dismiss oral argument (.40)

08/28/13 JCB	Participate in hearing re: motions to dismiss in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.60); prepare outline for UMB 30(b)(6) deposition (5.50); participate in conference call with E. Tobin, H5, and attorneys from Morrison & Foerster and Kramer Levin re: locating documents for depositions (.50); follow-up discussion E. Tobin and R. Abdelhamid of Morrison & Foerster re: same (.50)	9.10
08/29/13 SJR	Review order on Motion to Dismiss and attend to matters related to impact on potential for obtaining depositions and discovery related to JSN litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (3.10)	3.10
08/29/13 TF1	Attend weekly strategy/task assignment meeting with M. Moscato, E. Tobin, N. Hamerman, E. Lintz, A. Goodman, P. Farber, C. Siegel, and G. Horowitz of Kramer Levin, B. O'Neill, P. Bentley, J. Rosell, R. Feinstein and J. Morris of Pachulski, and J. Levitt, S. Engelhardt, S. Martin, A. Ruiz, and R. Abdelhamid of Morrison & Foerster on Wells Fargo deposition and releases in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.90); participate in conference call with M. Moscato, E. Combs, and S. Engelhardt of Morrison & Foerster re: completeness/obtaining Release documentation (.40); emails regarding compiling complete set of release documentation (.60); call with G. Horowitz on preparation for Wells Fargo deposition (.30); emails on deposition scheduling and logistics (.50); set-up meet and confer call on 30(b)(6) depositions an legal questions (.30); correspondence with M. Moscato and E. Tobin on preparation for depositions for UMB, Wells, and Ad Hoc Group (.50)	5.50
08/29/13 MJM	Review examination script and back-up materials for upcoming Rule 30(b)(6) deposition of defendant UMB in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.70); meet with J. Berman and E. Combs to discuss and revise examination script for Rule 30(b)(6) deposition of defendant UMB (2.30); review materials in preparation for weekly coordination meeting concerning JSNs litigation (.60); participate in weekly coordination	7.90

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meeting re: JSNs litigation, with E. Tobin, T. Foudy, N. Hamerman, E. Lintz, A. Goodman, P. Farber, C. Siegel, and G. Horowitz of Kramer Levin, B. O'Neill, P. Bentley, J. Rosell, R. Feinstein and J. Morris of Pachulski, and J. Levitt, S. Engelhardt, S. Martin, A. Ruiz, and R. Abdelhamid of Morrison & Foerster (2.90); conference call with S. Engelhardt of Morrison & Foerster, E. Combs, T. Foudy, and additional counsel for Debtors and Creditors Committee re: production to JSNs of documents reflecting releases of collateral (.40)

08/29/13 SKC	Continue to review Examiner's Report for searches on Marano and Peterson in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.60); assemble "hits" of documents and prepare for E. Tobin with highlights (3.00); add exhibits to potential deposition exhibit list (.90)	6.50
08/29/13 EC	Prepare inserts for JSN and UMB scripts relating to the prepetition plan support agreement, the cash collateral order negotiations, and prepetition financial analysis prepared by Houlihan Lockey in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (2.20); prepare updated draft of UMB deposition script to include additional documents and reflect comments provided by M. Moscato (4.90); attend conference call with M. Moscato and T. Foudy relating to documents production and collateral release issues (.40); meet with M. Moscato and J. Berman to discuss UMB deposition script, strategy for addressing issues with UMB given limited knowledge and other issues relating to upcoming deposition (2.30); meet with B. Kotliar to discuss incorporation of UMB and JSN documents in to deposition script for UMB deposition and drafting additional insert relating to those documents (1.30); review documents relating to Wells 30(b)(6) deposition and for use with JSN and UMB designees relating to collateral releases and bilateral facilities issues (1.60)	12.70
08/29/13 BMK	Coordinate with E. Combs and S. Ballard re: preparing relevant documents for 30(b)(6) deposition of UMB Bank in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.40); correspondence with E. Combs, J. Berman, and M. Moscato re: roles of indenture trustees and collateral agents (.20); related follow-up correspondence with E. Combs and J. Berman re: outstanding tasks for 30(b)(6) UMB deposition and additional assignments (.20); email correspondence with E. Tobin, J. Berman, and E. Combs re: updating draft UMB deposition script to include cash collateral order negotiations, prepetition financial analyses, and prepetition plan support agreement (.70); review UMB and US Bank	4.70

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productions in connection with same (1.90); conference with E. Combs incorporating JSN and UMB documents such as Houlihan Lokey JSN prepetition financial analyses for deposition question topics such as prior valuations of collateral, bankruptcy expectations, categories of assets for liens, allocation of sale proceeds, and rights to postpetition interest (1.30)

08/29/13 DAB	Email R. Abdelhamid of Morrison & Foerster re: Disqualification Motion and Order in connection with JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (.10); analyze Debtors' Reply to the JSNs' Objection to the Debtors' Plan Confirmation Discovery Procedures/Protocol Motion for impact on JSN Phase I and II discovery (.20); correspondence with B. Kotliar re: bilateral facilities in connection with same (.90); review of various documents in connection with bilateral facilities issue in connection with same (1.00); review Judge Glenn's order re: Motions to Dismiss for impact on released liens issue and bilateral facilities collateral (.10)	2.30
08/29/13 SB	Prepare sets of UMB Bank deposition exhibits per request of J. Berman in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.00)	1.00
08/29/13 ET	Email correspondence with J. Levitt of Morrison & Foerster re: proposed deposition schedule in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); confer with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: preparation for strategy meeting with attorneys for the Debtors and the Unsecured Creditors' Committee (.50); correspond with M. Moscato and T. Foudy re: preparation for 30(b)(6) depositions of defendants and all-attorneys strategy meeting (.50); attend meeting with M. Moscato, T. Foudy, N. Hamerman, E. Lintz, A. Goodman, P. Farber, C. Siegel, and G. Horowitz of Kramer Levin, B. O'Neill, P. Bentley, J. Rosell, R. Feinstein and J. Morris of Pachulski, and J. Levitt, S. Engelhardt, S. Martin, A. Ruiz, and R. Abdelhamid of Morrison & Foerster re: strategy and planning for depositions and trial in the JSN adversary proceeding (2.90); meet with A. Ruiz, R. Abdelhamid, N. Hamerman, E. Lintz, A. Goodman, J. Rosell and P. Farber re: review of documents identified by H5 as relevant to specific issues so documents can be used in preparation for depositions and trial in the JSN adversary proceeding (.70); follow-up discussions with R. Abdelhamid and A. Ruiz re: same (.30); work with R. Abdelhamid to schedule and prepare for depositions of the Debtors' witnesses in the JSN adversary proceeding (1.50); conference call with S. Engelhardt	10.60

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and R. Abdelhamid re: preparation for deposition by defendants in the JSN adversary proceeding (.40); review and analyze Judge Glenn's order denying UMB and the Ad Hoc Group's motion to dismiss for impact on discovery issues (1.00); draft and respond to emails to/from T. Farley, J. Horner, B. Westman, and J. Ruhlin re: scheduling of depositions in the JSN adversary proceeding and preparing witnesses (1.00); email correspondence with J. Levitt and S. Engelhardt re: scheduling of depositions in the JSN adversary proceeding (.40); email correspondence with R. Abdelhamid, N. Hamerman, E. Lintz, A. Goodman, J. Rosell and P. Farber re: updates to H5/Alix Partners database to enable review of key documents identified by H5 as relevant to specific issues, as part of preparation for depositions in the JSN adversary proceeding (.70); coordinate with S. Kindya-Culley re: review of Examiner's Report and creation of witness files containing relevant excerpts, and follow-up correspondence with R. Abdelhamid re: same (.50)

08/29/13 JCB	Review of UMB deposition outline, notice of deposition, Debtors' amended complaint and JSN/UMB amended counterclaims in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.60); meet with M. Moscato and E. Combs to discuss UMB outline and preparations for deposition (2.30); revise and finalize deposition outline consistent with M. Moscato comments (3.70)	6.60
08/30/13 TF1	Confer with M. Moscato on preparation for depositions and meet and confer in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); set up meet and confer call on scope of 30(b)(6) topics (.10); email correspondence with M. Moscato and E. Tobin on arrangements for depositions (.10); review objection by JSNs to plan discovery protocol for impact on Phase II JSN litigation (.30); meet with M. Moscato, E. Combs and B. Kotliar on preparation for depositions of Wells Fargo and UMB (.90); call with S. Martin of Morrison & Foerster and E. Combs on same (.20); call with G. Horowitz of Kramer Levin, J. Levitt and S. Engelhardt of Morrison & Foerster, and M. Moscato in preparing for meet and confer call (.50); exchange emails following up on agreements reached during meet and confer (.40); review deposition scripts for affirmative depositions (1.20)	4.00
08/30/13 MJM	Discuss Wells Fargo and UMB Rule 30(b)(6) depositions in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties with T. Foudy (.30); review and revise script for 30(b)(6) deposition of defendant UMB (1.10); participate in	4.60



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meeting with T. Foudy, E. Combs, and B. Kotliar re: Wells Fargo 30(b)(6) deposition (.90); participate in conference call with T. Foudy, G. Horowitz of Kramer Levin, J. Levitt and S. Engelhardt of Morrison & Foerster, and E. Combs re: strategy for limiting Rule 30(b)(6) deposition topics in JSNs litigation (.50); continue revision of script for Rule 30(b)(6) deposition of UMB (.60); review various Rule 30(b)(6) deposition notices in preparation for call with counsel for UMB and the Ad Hoc Group re: limiting deposition topics (.40); conference call with E. Combs, B. Kotliar, S. Engelhardt, G. Horowitz, and counsel for UMB and the JSNs re: limitations and parameters to the parties' respective Rule 30(b)(6) notices (.80)

08/30/13 SKC	Continue review of Examiner's Report for hits on Whitlinger in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.20); assemble documents for E. Tobin with highlighting of relevant passages for witness preparation (2.30); prepare exhibit list for Whitlinger exhibits, de-duping same (1.20)	5.70
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08/30/13 EC	Join portion of meeting with T. Foudy, M. Moscato and B. Kotliar to discuss Wells Fargo deposition preparations and needs for documents and other analysis relating to depositions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.60); attend teleconference with T. Foudy and S. Martin of Morrison & Foerster to discuss collateral release issues in preparation for upcoming Wells Fargo 30(b)(6) deposition (.20); review Revolver pledge agreement and loan documents for information relating to collateral release provisions and mechanics in that agreement (2.30); draft analysis of the authority and activities necessary to release collateral under the Revolver facility (2.00); meet with B. Kotliar to discuss release of collateral under Revolver pledge agreement (.30); review revised draft of UMB 30(b)(6) deposition script prepared by J. Berman (.80); correspondence with E. Tobin re: Asset Purchase review documents and tagging protocol (.50); review Wells Fargo documents to determine date range of documents provided in production in connection with collateral release issues to be raised at Wells Fargo deposition (1.90); revise script for upcoming UMB deposition to reflect discussions with M. Moscato and J. Berman, including addition of new substantive documents and areas of questioning as well as additional cues and other minor refinements (3.10); attend conference call with T. Foudy and M. Moscato re: 30(b)(6) limitation strategy (.50)	12.20
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08/30/13 BMK	Conference with M. Moscato, T. Foudy and E. Combs	11.40
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(partially) re: 30(b)(6) deposition of Wells Fargo and supplemental questions in connection with collateral agent's rights, duties, and obligations under the various loan documents and pledge agreements in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); review JSN Pledge, JSN Indenture, and Intercreditor Agreement in connection with same, specifically noting obligations owed to the JSNs and the rights of various parties to seek to inspect collateral, obtain audit reports, demand an accounting, and other duties (4.40); email to M. Moscato and T. Foudy summarizing affirmative obligations of Wells Fargo (.80); begin drafting outline of questions in connection with analysis of same (2.50); conference with E. Combs re: assisting with analysis of AFI Revolver and AFI Pledge in connection with same and Wells Fargo's duties and obligations thereunder (.30); incorporate draft outline of questions re: same from E. Combs into draft outline (.90); review and revise outline of same to include specific citations and references to relevant loan documents (1.60)

08/30/13 DAB	Correspond with E. Tobin and B. Kotliar re: deposition preparation documents in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.30); review and analyze same for potential inclusion in deposition prep materials (.40); confer with S. Ballard re: same (.10)	0.80
08/30/13 SB	Prepare set of UMB Bank deposition exhibits for M. Moscato per request of E. Combs in connection with Consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.30); prepare sets of J. Peterson deposition prep documents per request of E. Tobin (1.60); confer with D. Blom re: deposition prep materials (.10)	3.00
08/30/13 ET	Telephone calls with J. Horner, J. Ruhlin and T. Farley re: scheduling and preparation for depositions by the Ad Hoc Group and UMB in the JSN adversary proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (1.50); update scheduling re: proposed deposition and preparation schedule (.30); discussions with J. Levitt, S. Engelhardt and R. Abdelhamid of Morrison & Foerster re: same (.40); email correspondence with R. Abdelhamid, N. Hamerman, P. Farber, and E. Lintz of Kramer Levin, D. Bloom, E. Combs, B. Kotliar, and H5 consultants re: review of documents identified by H5 in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation (2.40); correspond with D. Bloom, B. Kotliar, and S. Ballard re: deposition preparation binder including JSN transaction documents for J. Peterson, and creation of data room	8.60



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for the same (.50); conference call with R. Abdelhamid and S. Martin of Morrison & Foerster re: identification of relevant topics for Debtors' witnesses in depositions by defendants in the JSN adversary proceeding (.70); review and update Order of Proof to include witnesses relevant to each topic for Phase 1 of the JSN adversary proceeding (2.00); confer with R. Abdelhamid planning and strategy for review of documents in preparation for depositions in the JSN adversary proceeding (.40); email correspondence with J. Levitt of Morrison & Foerster, T. Foudy, and M. Moscato re: review of documents in preparation for depositions of the Debtors' witnesses in Phase 1 of the JSN adversary proceeding (.20); correspond with S. Kindya-Culley re: review of Examiner's Report and creation of witness files containing relevant excerpts (.20)

08/30/13 JCB	Participate in meet and confer teleconference with M. Moscato, T. Foudy, Committee Counsel, and Debtors re: 30(b)(6) depositions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.50); correspond with M. Moscato and B. Kotliar re: deposition preparation (.30)	0.80
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08/31/13 EC	Draft additional insert for deposition script relating to negotiation of the Final Cash Collateral Order for depositions of UMB and the Ad Hoc Group in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UMB and Loomis are conflict parties (.60); correspond with M. Moscato and B. Kotliar regarding likely scope of UMB's knowledge on negotiation of the Cash Collateral Order (.30); identify materials to be authenticated by UMB and draft additional lines of questioning re: authenticating documents (.50); research relating to requirements to authenticate documents in 30(b)(6) deposition testimony in connection with drafting authentication questions (.10); draft insert questions relating to UMB's role in negotiating and knowledge of stipulation under cash collateral order relating to valuation of collateral and monitoring of Debtor's cash and other collateral positions during the bankruptcy (1.40); review and prepare comments relating to synopsis of Wells Fargo's responsibilities under the JSN and Revolver agreement documents (.90); revise the UMB deposition script to reflect limited scope agreed to by parties (1.10); review documents identified by consultants as relating to Ocwen Asset Purchase for improved, targeted searching and use in upcoming depositions (1.20)	6.10
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08/31/13 BMK	Review Intercreditor Agreement in connection with drafting outline and supplemental questions for 30(b)(6) deposition of Wells Fargo in connection with JSN Adversary Proceeding where Wells Fargo and	5.30
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noteholders Loomis and UBS are conflict parties (1.30);  
review and revise same incorporating findings from  
Intercreditor Agreement and specific sections relating to  
Wells Fargo's affirmative duties and obligations to the  
various parties with respect to collateral (1.40);  
correspondence with E. Combs re: same (.40); review and  
revise same (1.10); circulate to T. Foudy and M. Moscato  
for review (.20); review first 20 documents received from  
H5 regarding JSN Collateral in order to tailor and group  
targeted search H5 process (.80); conference with R.  
Abdelhamid of Morrison & Foerster re: same and updated  
review protocol for H5 deliveries (.10)

08/31/13 ET	Email correspondence with E. Combs, B. Kotliar and J. Natividad of Alix Partners re: review of documents identified by H5 as pertaining to collateral identification/tracking and the 2012 Asset Purchase Agreements, in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation, in light of involvement of conflict parties Wells Fargo and noeholders UBS and Loomis (.40); revise Order of Proof to incorporate the 30(b)(6) deposition topics noticed by the JSNs and UMB and the Debtors' witness designations for the same (3.60); confer with R. Abdelhamid of Morrison & Foerster re: same (.40); email correspondence with J. Peterson, B. Kotliar, and R. Abdelhamid re: data room access to transaction documents re: 2008 Exchange Offer in preparation for depositions in the JSN adversary proceeding (.50)	4.90
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TOTAL HOURS	1,286.90
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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	37.20	830	30,876.00
Turner P. Smith	Partner	4.00	830	3,320.00
Michael J. Moscato	Partner	69.20	785	54,322.00
Theresa A. Foudy	Partner	105.80	730	77,234.00
Michael Ari Cohen	Partner	16.90	730	12,337.00
Myles K. Bartley	Counsel	0.40	635	254.00
Thomas Laurer	Partner	26.10	635	16,573.50
Maryann Gallagher	Counsel	3.10	625	1,937.50
Ellen Tobin	Associate	236.10	600	141,660.00
Jeffrey C. Berman	Associate	176.30	600	105,780.00
James V. Drew	Associate	10.20	590	6,018.00
George E. Spencer	Associate	3.90	520	2,028.00
Daniel A. Bloom	Associate	135.80	480	65,184.00
Edward Combs	Associate	127.10	305	38,765.50
Michael P. Jones	Associate	23.70	305	7,228.50
Bryan M. Kotliar	Associate	86.00	305	26,230.00
John Thomas Weber	Associate	124.20	305	37,881.00
Georgia Faust	Legal Assistant	4.00	235	940.00
Franklin R. Guenther	Legal Assistant	5.50	235	1,292.50
Sheyla Soriano	Legal Assistant	9.00	235	2,115.00
Susan Kindya-Culley	Legal Assistant	64.80	230	14,904.00
Kristine Kim	Legal Assistant	7.00	210	1,470.00
Samuel Ballard	Legal Assistant	6.30	200	1,260.00
Lauren Tauro	Summer/Fall	4.30	0	0.00
		<b>1,286.9</b>		<b>\$649,610.50</b>

**TOTAL SERVICES**

**\$649,610.50**

**Summary of Expenses**

Courier Expense	39.98
External Photocopy Services	1,213.10
Intercall Audio Conferencing	42.85
Pacer - ECF	196.20

**TOTAL EXPENSES**

**\$1,492.13**

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**TOTAL THIS INVOICE**

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**\$651,102.63**

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**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

November 14, 2013

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 Our Ref. 062108-000500  
 SJR

Attention: Residential Capital, LLC

**Re: Plan and Disclosure Statements**


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08/01/13 TF1	Review emails on impairment research and provide E. Combs with email guidance on same in connection with potential disclosure statement objection by the Junior Secured Noteholders where Loomis, UBS, David Kempner, and Silverpoint are conflict parties (.50)	0.50
08/01/13 EC	Research relating to [REDACTED] [REDACTED] [REDACTED] in connection with potential disclosure statement objection by the Junior Secured Noteholders where Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (5.60); draft email to M. Moscato on T. Foudy describing results of research relating to [REDACTED] in connection with same (1.20); draft formal memorandum for review and use by Morrison Foerster on same (2.40)	9.20
08/02/13 SJR	Review documentation in connection with expected Objection to Disclosure Statement by JSNs where noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties and analyzing issues in connection with same (1.40); review matters related to conflict parties who will likely object to Disclosure Statement and prepare for same (.40)	1.80
08/02/13 TF1	Review and edit multiple drafts of E. Combs memo regarding [REDACTED] in connection with potential disclosure statement objection of the Ad Hoc Group of JSNs as noteholders UBS and Loomis are conflict parties (1.40); meet with E. Combs and M. Moscato to discuss same (.30); finalize memo and send to Morrison & Foerster (.40); teleconference with D. Harris of Morrison & Foerster and E. Combs to discuss impairment research (.20)	2.30
08/02/13 MJM	Meet with T. Foudy and E. Combs re: legal research concerning [REDACTED] [REDACTED] in connection with potential disclosure statement objection by the	0.30

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Junior Secured Noteholders where Loomis, UBS, David Kempner, and Silverpoint are conflict parties (.30)

08/02/13 EC	Meet with T. Foudy and M. Moscato to discuss memorandum relating to potential impairment objection of JSNs to Disclosure Statement as noteholders UBS, Loomis, Davidson Kempner, and Silverpoint are conflict parties (.30); attend conference call with D. Harris of Morrison & Foerster and T. Foudy of Curtis to discuss resolution of issues relating to [REDACTED] in connection with same (.20); research relating to [REDACTED] or in connection with same (1.30); update and revise draft memorandum on [REDACTED] to reflect additional research in connection with same (1.80)	3.60
08/02/13 BMK	Review treatment of equity interests under proposed plan and disclosure statement re: treatment of PATI entity equity in connection with potential objection to the Disclosure Statement by the JSNs, which include conflict parties Loomis, and UBS and and correspond with T. Foudy re: same (.50); review Debtors' disclosure statement motion in connection with assisting Debtors counsel with responding to objections raised by conflict parties (.70)	1.20
08/05/13 MG8	Review NCUAB objection to disclosure statement, as NCUAB is party to the subordination adversary proceeding handled by Curtis which sought declaratory relief under section 510 of the Bankruptcy Code and which is proposed to be resolved pursuant to the plan (.80)	0.80
08/05/13 DAB	Review and analyze NCUAB's objection to the Disclosure Statement for potential impact on securities settlements preferably handled by Curtis as conflicts counsel (.70)	0.70
08/07/13 TF1	Meet with D. Bloom, M. Cohen, M. Gallagher, B. Kotliar, and J. Weber to discuss division of labor and plan for review/response to disclosure statement objections by conflict parties (.30)	0.30
08/07/13 MG8	Attend to correspondence with T. Foudy, M. Cohen, D. Bloom, J. Weber and B. Kotliar regarding preparations for responding to objection to the Disclosure Statement (.20); attend meeting with same re: same and coordinate efforts with Morrison & Foerster (.30); review briefly objection to Disclosure Statement filed by P. Papas and reservation of rights filed by Ambac (.30); review draft chart prepared in connection with objections PSA in preparation for addressing objections to disclosure statement (.30)	1.10

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08/07/13	MAC	Meet with D. Bloom, T. Foudy, M. Gallagher, B. Kotliar, and J. Weber re: responding to disclosure statement objections anticipated by conflict parties (.30)	0.30
08/07/13	BMK	Attend conference with T. Foudy, M. Cohen, M. Gallagher, D. Bloom, P. Buenger, and J. Weber re: project tasks and assignments for assisting Morrison & Foerster with replies to disclosure statement, including handling of expected objections by conflict parties (.30)	0.30
08/07/13	JTW	Participate in meeting with T. Foudy, M. Cohen, M. Gallagher, B. Kotliar, P. Buenger, and D. Bloom re: tasks associated with the Debtors' responses to Disclosure Statement Objections expected by conflict parties (.30); update internal case materials and streamline access to Disclosure Statement Objections (.50)	0.80
08/07/13	DAB	Meet with T. Foudy, M. Gallagher M. Cohen, P. Buenger, B. Kotliar, and J. Weber re: Disclosure Statement objections and assisting Morrison & Foerster with same (.30); follow-up correspondence with B. Kotliar and J. Weber re: same (.50);	0.80
08/07/13	PJB2	Meet with T. Foudy, M. Cohen, M. Gallagher, J. Weber, B. Kotliar and D. Bloom re: various objections to Debtors' Disclosure Statement expected by conflict parties and next steps in filing reply to same (.30); multiple correspondence with M. Cohen and M. Gallagher re: same (.60); review precedent charts re: same in preparation for assisting Morrison & Foerster with preparing chart of objections to Disclosure Statement with summaries and replies (.20)	1.10
08/08/13	SJR	Review of Objections to Disclosure Statement and outline of potential responses to same (3.30)	3.30
08/08/13	TF1	Review sample charts/omnibus responses to Disclosure Statement Objections in connection with assisting with responding to the Disclosure Statement objections by conflict parties such as the Ad Hoc Group of JSNs as noteholders Loomis and UBS are conflict parties (.60); review and take notes on filed objections to Disclosure Statement in connection with same (4.20)	4.80
08/08/13	MJM	Review JSNs' Objections to the Debtors' Disclosure Statement as noteholders Loomis and UBS are conflict parties (.90)	0.90
08/08/13	MG8	Review numerous reservations of rights and objections to Disclosure Statement throughout the day, including those filed by JSNs, UMB Bank, Freddie Mac, Impac, FHFA, Residential Capital Plaintiffs, PBGC, Amherst ADvisory, Assured Guaranty and US Trustee in order to prepare for all-hands meetings and calls to address responses and language changes needed to address	3.50

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the concerns raised by the objectors (3.20); attend to numerous correspondence throughout the day with D. Bloom and B. Kotliar with respect to same (.30)

08/08/13 MAC	Review disclosure statement objections in connection with assisting the Plan Proponents in responding to disclosure statement objections by conflict parties (2.60)	2.60
08/08/13 BMK	Review objections to proposed Disclosure Statement and Motion in connection with assisting lead counsel in responding to objections and handling objections of conflict parties (3.20); draft summaries of same, including highlighting key factual and legal issues raised by objections to assist with response discussions (2.90); review and revise same, incorporating additional late-filed objections (1.50)	7.60
08/08/13 DAB	Analyze and draft summary of NCUAB objection to Disclosure Statement (1.00); correspond with B. Kotliar and J. Weber re: procedure for summarizing all objections to same (.40); extensive drafting of summaries of Disclosure Statement objections (4.00); correspond with B. Kotliar re: same (.80); email to T. Foudy re: US Trustee objection (.30)	6.50
08/09/13 SJR	Attend to review of Objections to Disclosure Statement of conflict parties and responses to same (2.70); update regarding Objections to Disclosure Statement and allocation of tasks in dealing with objections of conflict parties (1.10)	3.80
08/09/13 TF1	Review chart of Disclosure Statement Objections circulated by Morrison & Foerster in connection with responding to objections to Disclosure Statement due to involvement of conflict parties, including certain members of JSN Ad Hoc Group such as Loomis and UBS, along with conflict parties Ambac Assurance and FHFA (.40); participate in call with Morrison & Foerster to discuss approach to responses and task assignment (.50); participate in call with Committee counsel to Kramer Levin regarding same (1.20); participate in call with counsel to Ally Financial at Kirkland and Ellis regarding same (.40)	2.50
08/09/13 MJM	Review memo summarizing objections to Debtors Disclosure Statement (.50); participate in conference call with M. Gallagher, M. Cohen, D. Bloom, J. Weber, D. Kotliar, and G. Lee and other Morrison & Foerster attorneys re: responses to multiple objections to Debtors' Disclosure Statement (1.70); participate in conference call with M. Gallagher, M. Cohen, D. Bloom, J. Weber, B. Kotliar, and counsel for Creditors' Committee at Kramer Levin and Morrison & Foerster attorneys re: responses to multiple objections to Debtors' Disclosure Statement (1.20)	3.40



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08/09/13 MG8	Review summaries and chart of various Disclosure Statement Objections (.80); participate in call with Morrison & Foerster team, including J. Marines, A. Barrage, G. Lee, L. Marinuzzi, T. Goren, Curtis lawyers, including M. Moscato, D. Bloom, B. Kotliar, M. Cohen, J. Weber and L. Kruger to review objections to Disclosure Statement, and responses, allocation of tasks, including with respect to Disclosure Statement Objections and reservations of rights filed by conflicts parties including the JSNs and AIG (1.70); participate in call with M. Moscato, M. Cohen, D. Bloom, B. Kotliar, and J. Weber and Debtors' counsel including, G. Lee of Morrison & Foerster and Committee Counsel including S. Zide of Kramer Levin to further discuss objections to Disclosures Statement, responses and allocation of tasks (1.20)	3.70
08/09/13 MAC	Review objections to Disclosure Statement and conduct analysis of issues in connection with replying to same (2.90); participate in conference call with M. Gallagher, M. Moscato, D. Bloom, J. Weber, D. Kotliar, and G. Lee and other Morrison & Foerster attorneys re: responses to multiple objections to Debtors' Disclosure Statement (1.70); participate in call with M. Moscato, M. Gallagher, D. Bloom, B. Kotliar, and J. Weber and Debtors' counsel including, G. Lee of Morrison & Foerster and Committee Counsel including Stephen Zide of Kramer Levin to further discuss objections to Disclosures Statement, responses and allocation of tasks (1.20)	5.80
08/09/13 BMK	Review objections, responses, and statements filed in connection with the Debtors' proposed Disclosure Statement in advance of calls with Morrison & Foerster and Committee counsel at Kramer Levin re: assisting with Debtors' reply as conflicts counsel and responding to specific allegations contained in the JSNs' objections, of which noteholders UBS and Loomis are conflict parties (1.40); attend teleconference with M. Cohen, M. Gallagher, M. Moscato, D. Bloom and J. Weber and counsel at Morrison & Foerster re: same, including assignment of project tasks to Curtis (1.70); attend teleconference with same and committee counsel at Kramer Levin such as S. Zade re: same (1.20)	4.30
08/09/13 DAB	Extensive further drafting of summaries of all filed Disclosure Statement objections (2.00); circulate draft of same to S. Reisman, T. Foudy, M. Gallagher, M. Moscato, and M. Cohen (.10); review and comment on Morrison & Foerster draft chart re: same (.80); participate in calls with Morrison & Foerster re: response to Disclosure Statement objections (1.20); follow-up communication with M. Moscato, M. Gallagher, B. Kotliar re: same (.30)	4.40

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08/09/13	FRG	Assist B. Kotliar in assembly of materials re: Disclosure Statement Objections periodically throughout the day (.90)	0.90
08/13/13	SJR	Review, edit and comment on Omnibus Reply to Disclosure Statement as well as review Disclosure Statement Objections for Responses and feedback on same (4.30)	4.30
08/13/13	TF1	Edit and provide comments to Morrison & Foerster on Kramer Levin's inserts to omnibus reply to Disclosure Statement Objections due to objections to Disclosures Statements by conflict parties, including Amhearst and certain members of Ad Hoc Group of JSNs, including Loomis and UBS (1.40); review summary of late-filed objection to Disclosure Statement (.10)	1.50
08/13/13	MG8	Begin review of updated Disclosure Statement with particular focus on language changes to address concerns raised by conflict partners AIG and certain noteholders of the Junior Secured Notes, UBS and Loomis (.80)	0.80
08/14/13	SJR	Review additional comments to latest draft of Amended Disclosure Statement in the Residential Capital Chapter 11 case in connection with conflict matters handled by Curtis (1.70); attend to review and comment on latest draft of Disclosure Statement in connection with same (1.30); review of Objections to Disclosure Statement by various conflict parties and responses to same (.40); review e-mails regarding responses to Objections to Disclosure Statement (.40)	3.80
08/14/13	TF1	Participate in conference call with Kramer Levin and Morrison & Foerster to review responses to objections to Disclosure Statement by conflict parties, including FHFA and certain members of Ad Hoc Group of JSNs including Loomis and UBS (1.50); begin review of and comment on latest draft of Disclosure Statement and redline to show changes (1.70); exchange emails with M. Gallagher on comments to latest draft of Disclosure Statement (.10); review chart of Disclosure Statement Objections and of professional fees (.40); review and revise omnibus reply to claims objections and exchange emails concerning comments to same (2.40)	6.10
08/14/13	MG8	Review and comment on suggested changes to rider to reply to objections to Disclosure Statement to address objections made by JSNs including conflict parties noteholders Loomis and UBS (.50); attend to review of updated draft of reply to Disclosure Statement circulated by Morrison & Foerster and related chart summarizing objections and proposed responses (.60); continue to review and comment on latest draft of amended Disclosure Statement (1.50)	2.60

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08/14/13	MAC	Review revised Disclosure Statement in connection with addressing Disclosure Statement Objections filed by conflict parties and respond to same (2.30)	2.30
08/15/13	SJR	Review and comment on revisions to draft Disclosure Statement in the ResCap case in connection with conflict matters handled by Curtis (1.70); review chart of responses to objections (.40); attend to review of revised draft Disclosure Statement in Residential Capital case (1.10)	3.20
08/15/13	TF1	Review and provide comments to new draft of Disclosure Statement in connection with Disclosure Statement objections by conflict parties including FHFA and certain members of Ad Hoc Group on JSNs, including Loomis and UBS (2.90); conference call with T. Goren of Morrison & Foerster on drafting rebuttal to JSNs' proposed litigation rider (.10); discuss with J. Berman and E. Tobin re: same (.20); call with Kramer Levin and Morrison & Foerster to go through chart of objections and responses (.20)	3.40
08/15/13	MG8	Review and provide comments to new draft of Disclosure Statement in connection with objections by conflict parties including FHFA and certain members of Ad Hoc Group of JSNs, as noteholder Loomis and UBS (1.90); email correspondence with T. Foudy and B. Kotliar re: coordinating same (.40)	2.30
08/15/13	BMK	Review and revise draft Disclosure Statement including incorporating edits/comments of M. Gallagher and updating relevant portions relating to JSN litigation and other general updates in connection with Disclosure Statement objections by conflict parties including FHFA and certain members of Ad Hoc Group on JSNs as noteholders Loomis and UBS (1.50); circulate same to T. Foudy for review (.20); conference with J. Berman re: drafting exhibit to Disclosure Statement stating position of the Plan Proponents' on Consolidated JSN Litigation in response to proposed exhibit submitted by JSNs (1.00); review JSN objection to Disclosure Statement Motion and exhibit 2 and attached chart re: statements of position in JSN litigation (.70); review all documents relating to same including Motions to Dismiss, Disclosure Statement and complaints for Plan Proponents' positions (.70); begin drafting counter exhibit to JSNs' statement on view of litigation (4.20); review and revise same, ensuring all arguments incorporated and consistency with views taken in filed pleadings (.90)	9.20
08/15/13	ET	Meet with T. Foudy and J. Berman re: JSNs' objections to the Debtors' disclosure statement as noteholders Loomis and UBS are conflict parties (.20); correspondence with J. Berman and B. Kotliar re: drafting rebuttal statement to re: same (.30)	0.50

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08/15/13	JCB	Meet with T. Foudy and E. Tobin re: reviewing JSNs' proposed exhibit to disclosure statement characterizing adversary proceedings and preparing responsive exhibit as noteholders Loomis, UBS, Silverpoint, and David Kempner are conflict parties (20); confer with B. Kotliar re: drafting response to same (1.00); initial structuring of draft exhibit re: same in preparation for Disclosure Statement hearing (1.30)	2.50
08/16/13	SJR	Review responses to Disclosure Statement Objections filed by securities investors, Ally Financial and Wilmington Trust Company as well as review of Plan proponents chart to draft Disclosure Statement Objections (3.40)	3.40
08/16/13	TF1	Review and provide comments on omnibus reply to disclosure statement objections in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Loomis and UBS (1.70); meet with B. Kotliar, J. Berman, M. Moscato, and E. Tobin to discuss drafting rebuttal statement to JSNs' proffered disclosure regarding litigation (.50); review/analyze JSNs' proffered disclosure regarding litigation (.40)	2.60
08/16/13	MJM	Meet with T. Foudy, J. Berman, and E. Tobin re: response to JSNs' proposed insert to Disclosure Statement as noteholders Loomis and UBS are conflict parties (.50); review and comment on draft Reply to Motion for Order Approving Disclosure Statement (.60)	1.10
08/16/13	MG8	Review replies to Disclosure Statement objections, including those filed by conflict parties securities investors, Wilmington Trust and Ally (1.20); review Plan Proponents filed chart with respect to Disclosure Statement objections and response (.50)	1.70
08/16/13	MAC	Review revised Disclosure Statement and draft reply to Disclosure Statement Objections (1.60)	1.60
08/16/13	BMK	Prepare for meeting re: draft exhibit response to JSNs' proposed Disclosure Statement exhibit re: views on JSN litigation to be submitted in connection with Disclosure Statement and hearing, including revisions of draft and review of JSNs' positions as noteholders UBS and Loomis are conflict parties (.30); attend meeting with T. Foudy, M. Moscato, E. Tobin and J. Berman re: same and discuss certain views and positions to be included and structure of arguments (.50); review Disclosure Statement exhibit in connection with same, incorporating draft of reply to Disclosure Statement Motion (3.90); circulate as filed version of Disclosure Statement replies of Plan Proponents, and conflict parties AFI, and Wilmington Trust, and updated Revised Disclosure Statement and relevant exhibits (.20); conference with J. Berman and E. Tobin to	6.20

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discuss edits to draft exhibit to Disclosure Statement re: views on JSN proceeding (.30); review and revise same in connection with same (.70); finalize for submission to T. Foudy and M. Moscato for review (.30)

08/16/13 ET	Meet with T. Foudy, M. Moscato, J. Berman and B. Kotliar re: Debtors' rebuttal exhibit to the JSNs' objections to the Disclosure Statement as noteholders Loomis and UBS are conflict parties (.50); discuss same with J. Berman and B. Kotliar (.30)	0.80
08/16/13 JCB	Meet with T. Foudy, E. Tobin and B. Kotliar re: JSNs' objections to the Debtors' Disclosure Statement and draft rebuttal exhibit re: same as noteholders Loomis and UBS are conflict parties (.50); discussions with B. Kotliar and E. Tobin in connection with draft response exhibit as noteholders Loomis and UBS are conflict parties re: drafting rebuttal statement to the JSNs' objections to the Disclosure Statement (.30); review and revise rebuttal statement (2.60)	3.40
08/18/13 TF1	Review emails from M. Moscato detailing comments to proposed rebuttal disclosure to JSNs' description of litigation in connection with Disclosure Statement objections by conflict parties, including certain members of Ad Hoc Group, such as noteholders Loomis and UBS (.30)	0.30
08/18/13 MJM	Edit draft insert to Disclosure Statement re: JSNs' non-entitlement to postpetition interest in connection with drafting response exhibit as noteholders Loomis and UBS are conflict parties (1.10); draft emails to B. Kotliar, J. Berman, and T. Foudy re: edits/revisions to draft insert to Disclosure Statement (.90); discussion with B. Kotliar re: edits/revisions to draft insert to Disclosure Statement re: JSNs (.50); discussion with J. Berman re: edits/revisions to draft insert to Disclosure Statement re: JSNs (.20)	2.70
08/18/13 MG8	Review disclosure filed by JSNs showing their analysis of the net value to JSNs from intercompany claims and related correspondence from B. Kotliar regarding the same as noteholders Loomis and UBS are conflict parties (.20)	0.20
08/18/13 BMK	Teleconference with M. Moscato re: exhibit to Disclosure Statement re: Plan Proponents' views on JSN Adversary Proceeding as noteholders Loomis and UBS are conflict parties (.50); review and revise same, incorporating edits/comments of M. Moscato to reflect Plan Proponents' views and arguments in the consolidated JSN Adversary Proceeding (3.30); conference with J. Berman re: same and verifying numbers relied upon and OID analysis of effect on postpetition interest and secured claims (1.20); review revised Disclosure Statement in connection with same	5.80

for range of numbers and recoveries and compare to information contained in same (.30); finalize draft exhibit to Disclosure Statement re: JSN adversary proceeding and circulate to T. Foudy and M. Moscato for review (.50)

08/18/13 JCB	Discussions with M. Moscato re: draft exhibit to Disclosure Statement setting forth Debtors' position re: JSN litigation as noteholders Loomis and UBS are conflict parties (.20); conference with B. Kotliar re: same (1.20); revise exhibit re: same incorporating M. Moscato comments (2.10)	3.50
08/19/13 SJR	Review of revised Disclosure Statement in the Residential Capital case and the revised Disclosure Statement approval Order as well as Plan Proponents Reply to Objections to Disclosure Statement (1.70)	1.70
08/19/13 TF1	Edit summary of Phase 1/Phase 2 discovery for L. Marinuzzi presentation to Court for disclosure statement hearing in connection with responding to JSNs' objection to Disclosure Statement as noteholders Loomis and UBS are conflict parties (.80); revise draft rebuttal statement for Disclosure Statement exhibit to JSNs' proposed addendum disclosure on litigation positions (2.70); conference call with S. Zide and G. Horowitz of Kramer Levin discussing same (.20); correspondence with M. Moscato on same (.30); review agenda for disclosure statement hearing (.10)	4.10
08/19/13 MJM	Edit current version of draft insert to Disclosure Statement responding to JSNs' prepared exhibit re: JSNs' nonentitlement to postpetition interest as noteholders Loomis and UBS are conflict parties (.80); review T. Foudy's revise draft of insert to Disclosure Statement re: same (.30)	1.10
08/19/13 MG8	Edit summary of Phase 1/Phase 2 discovery for L. Marinuzzi presentation to Court for disclosure statement hearing in connection with objections to Disclosure Statement by conflict parties including FHFA and certain members of Ad Hoc Group, including noteholders Loomis and UBS (.80); attend to review of revised Disclosure Statement and review of Revised Disclosure Statement Approval Order, as well as Plan Proponents Reply to Objections to Disclosure Statement (3.80); correspondence with F. Guenther regarding materials for hearing on approval of Disclosure Statement (.20)	4.80
08/19/13 BMK	Review and revise draft exhibit to Disclosure Statement containing description of Plan Proponents' view of the consolidated JSN Adversary Proceeding as noteholders Loomis and UBS are conflict parties and circulate to T. Foudy and M. Moscato for review (.50)	0.50
08/20/13 TF1	Review Debtors' filed reply to disclosure statement	1.40



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objections in connection with objections to Disclosure Statement by conflict parties including FHFA and certain members of Ad Hoc Group of Junior Secured Noteholders, including UBS and Loomis (.60); review latest drafts of disclosure statement, plan, and objection chart and emails circulated with comments on same (.80)

08/20/13 MG8	Correspondence with F. Guenther regarding materials for hearing on the approval of the Debtors' Disclosure Statement (.30); brief review of the same (.50); review NCUAB consent to approval of Disclosure Statement and related follow-up (.10); review motion regarding procedures for discovery in connection with confirmation (.40); brief review of various filings of individuals regarding the Disclosure Statement (.10)	1.40
08/20/13 MAC	Review revised Disclosure Statement in connection with issues related to conflicts parties such as FHFA and the Ad Hoc Group of JSNs as noteholders Loomis and UBS (.90)	0.90
08/20/13 BMK	Coordinate with S. Soriano re: production of materials for hearing on Plan Proponents' motion to approve disclosure statement, including solicitation materials and objections relevant to the JSNs as noteholders UPS and Loomis are conflict parties (.80)	0.80
08/20/13 DAB	Review and circulate NCUAB's Consent to the Disclosure Statement (.30); review Debtors' revised proposed order approving the disclosure statement and redlines reflecting changes made over the last month to the proposed plan and disclosure statement, as well as the Debtors' updated objection chart to accompany their omnibus reply to disclosure statement objections (1.30)	1.60
08/20/13 FRG	Prepare materials re: Disclosure Statement and distribute to M. Cohen, M. Gallagher, D. Bloom and B. Kotliar in advance of hearing (2.90)	2.90
08/20/13 SS2	Per B. Kotliar's request, assemble materials for binder re: Disclosure Statement hearing on August 21 and circulate to M. Gallagher and T. Foudy (4.00)	4.00
08/21/13 TF1	Prepare for disclosure statement hearings, including by review revised chart of objection and redline of filed changes to Plan and Disclosure Statement in connection with objections to Disclosure Statement by conflict parties, including FHFA and certain members of Ad Hoc Group of JSNs, including noteholders Loomis and UBS (1.00); attend disclosure statement hearing (2.50); travel to and from hearing billed at half-time (.40)	3.90
08/21/13 MJM	Review newly-filed Disclosure Statement-related documents in preparation for Disclosure Statement	3.40

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Hearing in connection with objections to Disclosure Statement by conflict parties, including FHFA and certain members of Ad Hoc Group of JSNs, including noteholders Loomis and UBS (.90); attend Disclosure Statement Hearing before J. Glenn (2.50)

08/21/13	MG8	Review briefly revised plan and disclosure documents filed late on August 20 and prepare for hearing on Motion Seeking Approval of Disclosure Statement in connection with objections to Disclosure Statement by conflict parties, including FHFA and certain members of Ad Hoc Group of JSNs, including Loomis and UBS (1.40)	1.40
08/21/13	DAB	Email S. Reisman re: Disclosure Statement hearing (.10); monitor portions of Disclosure Statement hearing involving objection of conflict parties PNC and the Ad Hoc Group as noteholders Loomis and UBS are conflict parties PNC (1.00)	1.10
08/21/13	SS2	Per B. Kotliar's request, retrieve certain materials re: Disclosure Statement (.50)	0.50
08/23/13	BMK	Circulate disclosure statement order and updated disclosure statement, plan, and redlines to S. Reisman, T. Foudy, M. Moscato, J. Walsh, and M. Gallagher (.30)	0.30
08/27/13	DAB	Analyze and circulate JSNs' and UMB's Joint Limited Objection to the Debtors' Motion for Authorization to Establish and Implement Procedures in Connection with Discovery Related to Plan Confirmation as noteholders, Loomis, UBS, and David Kempner, and Silverpoint are conflict parties (.50)	0.50
TOTAL HOURS			195.20



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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	25.30	830	20,999.00
Michael J. Moscato	Partner	12.90	785	10,126.50
Theresa A. Foudy	Partner	33.70	730	24,601.00
Michael Ari Cohen	Partner	13.50	730	9,855.00
Maryann Gallagher	Counsel	24.30	625	15,187.50
Ellen Tobin	Associate	1.30	600	780.00
Jeffrey C. Berman	Associate	9.40	600	5,640.00
Daniel A. Bloom	Associate	15.60	480	7,488.00
Peter Josef Buenger	Associate	1.10	425	467.50
Edward Combs	Associate	12.80	305	3,904.00
Bryan M. Kotliar	Associate	36.20	305	11,041.00
John Thomas Weber	Associate	0.80	305	244.00
Franklin R. Guenther	Legal Assistant	3.80	235	893.00
Sheyla Soriano	Legal Assistant	4.50	235	1,057.50
		<b>195.20</b>		<b>\$112,284.00</b>

**TOTAL SERVICES**

**\$112,284.00**

**Summary of Expenses**

External Photocopy Services 373.50

**TOTAL EXPENSES**

**\$373.50**

**TOTAL THIS INVOICE**

**\$112,657.50**

**CURTIS**

Curtis, Mallet-Prevost, Colt &amp; Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC  
 1100 Virginia Drive  
 MC: 190\_FTW-M01  
 Fort Washington PA 19034

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 SJR

Attention: Residential Capital, LLC

**Re: Curtis Retention/Billing/Fee Applications**

08/01/13 MG8	Finalize redaction of fee statements to be attached to Third Interim Fee Application to ensure compliance with U.S. Trustee Guidelines and professional compensation order (60); discuss same with B. Kotliar (.20); review and comment on narratives for and charts to initial draft of Third Interim Fee Application (1.20); follow-up correspondence with B. Kotliar and G. Faust regarding same (.30); correspond with E. Richards of Morrison & Foerster regarding obtaining from the Debtors information needed to make certifications required by the fee application guidelines (.20); review of materials from billing department to complete portions of fee applications (.50)	3.00
08/01/13 GF	Coordinate April Fee Statement redaction process in connection with finalizing and filing the Third Interim Fee Application (.70); analyze numbers on Third Interim period fee statements and attending to calculations relating to same (2.30) draft summary charts and totals for inclusion in fee application as required by the U.S. Trustee Guidelines and professional compensation order (3.00); follow-up correspondence re: same with M. Gallagher (.30)	6.30
08/01/13 BMK	Draft updated narratives for Third Interim Fee Application providing sufficient description of work performed for the fee period and detailed explanation of matters handled by Curtis as conflicts counsel per the terms of the professional compensation order and in accordance with the U.S. Trustee Guidelines (3.60); discuss same and redactions with M. Gallagher (.20)	3.80
08/01/13 DAB	Correspond with B. Kotliar re: necessary tasks in connection with drafting Third Interim Fee Application to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order (.30)	0.30
08/02/13 SJR	Review and provide comment upon Third Interim Fee Application of Curtis Mallet for compensation, to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order (1.10)	1.10

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08/02/13	MG8	Review and revise draft of Curtis' Third Interim Application for Compensation to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order (1.40); correspond throughout the day with D. Bloom and B. Kotliar regarding contents of narratives same (.40)	1.80
08/02/13	GF	Continue to work on draft of Third Interim Fee Application including completion of summary of compensation and expense request and totals charts by attorney and narrator as required by the U.S. Trustee Guidelines and professional Compensation order (3.60); attend to calculations re: payments received and prior fee applications to ensure compliance with same (2.40)	6.00
08/02/13	BMK	Review Third Interim Fee Application for accuracy of facts figures, and description of work performed in order to ensure compliance with the US Trustee Guidelines and professional compensation order (2.50); review and revise same per edits/comments of M. Gallagher and D. Bloom (1.60); email correspondence with S. Reisman, M. Gallagher, and D. Bloom circulating draft of same and highlighting open issues (.30)	4.40
08/05/13	MG8	Attend to review of materials re: voluntary writeoff of certain fees and expenses in connection with the Third Interim Fee Application and related follow-up correspondence with billing to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order (.30); update draft fee application to revise certain narratives and address voluntary write offs (.40); attend to correspondence with E. Richards of Morrison & Foerster regarding logistics of service and filing of Third Interim Fee Applications and discuss same with B. Kotliar (.20)	0.90
08/05/13	GF	Attend to various tasks to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order re: final steps and revisions in preparation of Third Interim Fee Application (1.90)	1.90
08/05/13	BMK	Review and revise Third Interim Fee Application per edits/comments of J. Zimmer to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order (.30); review filing and service procedures per email correspondence of E. Richards of Morrison & Foerster and discuss same with M. Gallagher (.20)	0.50
08/06/13	MG8	Review and further revise latest draft of Curtis Third Interim Fee Application and coordinate with B. Kotliar and G. Faust regarding same to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order (1.20); correspondence with B.	2.90

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Kotliar regarding S. Reisman review of Third Interim Fee Application (.20); attend to correspondence with E. Richards of Morrison & Foerster regarding direction of Chambers to file redacted fee applications under seal, and follow-up call with E. Richards regarding same (.30); telephone conference with B. Masumoto of U.S. Trustee's Office regarding possible Motion to File under seal redacted Third Interim Fee Application (.10); commence draft of Motion to Seal portions of Curtis' Third Interim Fee Application, and follow-up correspondence with J. Weber regarding same (.50); review and revise initial draft of Motion to Seal portions of Curtis Third Interim Fee Application prepared by J. Weber (.60)

08/06/13 GF	Coordinate with internal billing department re: write-off figures and related calculations for inclusion in Third Interim Fee Application to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order (.80); incorporate related figures into draft application (.20) revise draft to incorporate calculations and totals relating to prior interim periods and related footnotes (1.00); correspondence on same with B. Kotliar and M. Gallagher (.40)	2.40
08/06/13 BMK	Review prior U.S. Trustee objections to interim applications in Debtors' Chapter 11 cases and ensure Third Interim Fee Application compliance with objections and other case requirements and compensation procedures (.80); finalize open facts and figures with M. Gallagher and G. Faust in order to comply with information required by local rules and general rule M447 (2.10); review and revise third interim application per edits/comments of M. Gallagher (.70)	3.60
08/06/13 JTW	Prepare Motion to File Curtis' fee statement with the attorney time entries under seal as indicated as necessary by the U.S. Trustee's Office (1.80); research legal authority to support the relief request in the motion (.80)	2.60
08/07/13 SJR	Attend to issues regarding Motion to Seal Third Interim Fee Application and follow up regarding same (.60); review documentation in connection with Motion to Seal (.30); sign-off on same (.30); review Third Interim Fee Application and provide substantive comments related to compliance with U.S. Trustee Guidelines and Professional Compensation Order and sign-off on same to prepare for filing (.70)	1.90
08/07/13 MG8	Revise updated draft of Motion to Seal Curtis Third Interim Fee Application as Chambers indicated such a motion was required in order to redact (.70); telephone conference with A. Kernan of Judge Glenn's chambers regarding Motion to File Fee Application under seal due	2.30

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to redactions (.10); attend to correspondence from E. Richards of Morrison & Foerster regarding same (.10); attend to correspondence with B. Masumoto of the U.S. Trustee's Office regarding change of view regarding Motion to Seal (.10); further revise Curtis Third Interim Fee Application to ensure compliance with U.S. Trustee Guidelines and Professional Compensation order and sign off with respect to the same (.60); correspondence with B. Kotliar and G. Faust throughout the day on completion, filing and service of Curtis Third Interim Fee Application (.50); review and revise cover letter for Chambers transmitting Curtis Third Interim Fee Application and follow-up correspondence with G. Faust regarding same, transmission of documents and disks and service (.20)

08/07/13 GF	Correspondence with B. Kotliar on finalization and service of Third Interim Fee Application per U.S. Trustee Guidelines and Professional Compensation Order (.30); prepare redacted and unredacted invoices for inclusion in Third Interim Fee Application (1.00); prepare electronic files for filing of same on court docket (.60); analyze and revise certain calculations to ensure accuracy and compliance with guidelines (.90); prepare, finalize and file Third Interim Fee Application on court docket as per B. Kotliar (1.50); draft chambers letter re: redaction issue and attend to preparation and service of same (1.00)	5.30
08/07/13 BMK	Review and revise Third Interim Fee Application per edits/comments of M. Gallagher and prepare same for filing (.50); review filing and service procedures, including compliance with professional compensation order, and special instructions for service of the U.S. Trustee from email correspondence from E. Richards of Morrison & Foerster (.70); correspond with G. Faust re: same to prepare for filing (.20); supervise filing and service of same (1.00)	2.40
08/08/13 GF	Draft affidavit of service for Third Interim Fee Application (1.00); correspond with B. Kotliar re: same (.40); revise same, finalize and file on case docket in accordance with case management order (1.40)	2.80
08/08/13 BMK	Review and revise G. Faust Affidavit of Service in connection with Third Interim Fee Application as required by case management orders and supervise and coordinate filing of same (.50)	0.50
08/30/13 MG8	Review and comment on chart containing all time entries subject of the United States Trustee's Objection to Third Interim Fee Applications as it relates to Curtis (.40); telephone conference with M. Driscoll of the U.S. Trustee's Office regarding Objection to Curtis Third Interim Fee Application and Curtis' position with respect to same (.20); confer with S. Reisman regarding same	1.00

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(.10); correspond with D. Bloom regarding draft reply to  
United States Trustee Objection to Curtis Third Interim  
Fee Application and follow-up call with D. Bloom  
regarding same (.30)

08/30/13	DAB	Review and comment on draft chart for purpose of responding to UST objection to Curtis' Third Interim period fees (.30); call with M. Gallagher to discuss same (.20)	0.50
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TOTAL HOURS	58.20
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**Summary of Services**

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	3.00	830	2,490.00
Maryann Gallagher	Counsel	11.90	625	7,437.50
Daniel A. Bloom	Associate	0.80	480	384.00
Bryan M. Kotliar	Associate	15.20	305	4,636.00
John Thomas Weber	Associate	2.60	305	793.00
Georgia Faust	Legal Assistant	24.70	235	5,804.50
		<b>58.20</b>		<b>\$21,545.00</b>

TOTAL SERVICES	\$21,545.00
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**Summary of Expenses**

Courier Expense	53.10
External Photocopy Services	747.40
Pacer - ECF	6.40

TOTAL EXPENSES	\$806.90
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TOTAL THIS INVOICE	<u>\$22,351.90</u>
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